MARVEL

SPIDER-MAN®

BREAKOUT

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MARVEL

LIMITED SERIES

1 OF 5

BEDARD

GARCIA

FERNANDEZ

SPIDER-MAN®

BREAKOUT

FROM THE PAGES OF

THE NEW AVENGERS®

MIKE DEODATO, JR.

THE VAULT
FEDERAL SUPERMAX PRISON
COLORADO
TWO YEARS AGO

FRANKENFOOD AGAIN...

...METABOLIC MITIGATORS IN THE MASHED POTATOES... ANTIDEPRESSANTS IN THE ICED TEA...INHIBITOR ENZYMES IN THIS SO-CALLED *SALISBURY STEAK*...

...WHY NOT JUST *CASTRATE* US ON THE WAY IN?

#HH÷ DON'T GIVE THEM ANY *IDEAS*, CORRUPTOR.

HOW CAN YOU *JOKE* AT A TIME LIKE THIS? CROSSFIRE'S BEEN IN THERE FOR NEARLY *THREE HOURS--!*

AND THEY MADE HIM BRING ALL HIS *STUFF.*

SO THEY'RE *REASSIGNIN'* HIS CELL. SO WE'RE *SCREWED.*

DON'T JUMP TO CONCLUSIONS.

WHAT ELSE *COULD* IT BE, CONTROLLER? THEY MUST KNOW *SOMETHING* IS UP.

HE JUST BETTER NOT *RUIN* IT FOR THE REST OF US. I'VE STAKED *EVERYTHING* ON TONIGHT.

BE COOL, VECTOR. CROSSFIRE'S THE *LAST* GUY WHO'D SNITCH.

I'D WORRY MORE ABOUT YOUR *GUARDSMAN* PAL.

SO WHICH ONE *IS* SHE?

WE DIDN'T EXACTLY TRADE BUSINESS CARDS, MIKE. SHE KEPT HER HELMET ON AND USED A *CODE WORD* TO LET ME KNOW IT WAS HER.

ONCE WE'RE OUT, WE'LL *PAY* HER THE REST, AND THAT'LL BE THAT.

HOW ABOUT I KILL HER, AND YOU GIVE ME THE MONEY?

WE'RE NOT *MONSTERS.* A DEAL'S A DEAL.

CROSSFIRE...?

WHAT THE DEVIL DID THEY *WANT* WITH YOU ALL THIS TIME?

I'M *STILL* TRYING TO FIGURE IT OUT...

THEY LET ME STEW IN THE *HOLDING CELL*, THEN TELL ME THE PROGRAM ADMINISTRATOR *CANCELED* MY "INTERVIEW"--!

AND, WHAT-- THEY JUST SENT YOU *BACK*...?

NO *QUESTIONS*... NO DISCUSSION OF OUR *PLANS* FOR THE EVENING...?

WHAT ARE YOU *GETTING AT*, VECTOR?

ATTENTION: INMATE UTRECHT, VZ2484, COLLECT YOUR PERSONAL EFFECTS FROM YOUR CELL AND REPORT TO THE PROGRAM OFFICE *IMMEDIATELY*.

LET'S GO, VECTOR.

HELLUVA COINCIDENCE...

INMATE UTRECHT, V224--

I KNOW, I KNOW: WAIT IN THE HOLDING CELL.

ACTUALLY, SHE'S READY FOR YOU *NOW.*

SIMON UTRECHT, A.K.A. *"VECTOR."*

HAVE A SEAT.

WELL, ISN'T THIS COZY? I'M SURPRISED YOU'RE NOT HIDING BEHIND A *LASER CANNON,* TOO.

THERE'S NOT A SOUL IN THIS PLACE THAT SCARES ME. I MEAN, YOU GUYS WERE ALL *STUPID* ENOUGH TO GET CAUGHT IN THE FIRST PLACE, RIGHT?

AND YOU CAN TRY ACTING CASUAL ALL YOU WANT, BUT I SEE THE PANIC IN YOUR EYES. YOU *KNOW* WHY I CALLED YOU HERE, *DON'T* YOU?

IT'S COME TO MY ATTENTION THAT YOU *BRIBED* A MEMBER OF MY GUARDSMAN STAFF TO FACILITATE AN *ESCAPE ATTEMPT* TONIGHT.

I'M HAVING THAT GUARD *ARRESTED,* AND I'M THROWING YOUR GANG OF FANTASTIC FOUR *WANNABES* INTO ADMINISTRATIVE SEGREGATION.

CAPTAIN BACKUS
PROGRAM ADMINISTRATOR

THAT *BACKSTABBING* SONOVA--!

MAYBE I'M *NOT* REED RICHARDS, BUT IT DOESN'T TAKE A *GENIUS* TO FIGURE OUT WHO *SQUEALED!*

THIS INTERVIEW IS *OVER,* VECTOR. YOU AND THE REST OF YOUR *U-FOES* GET THREE MONTHS IN AD-SEG...

NOT LONG AFTER THAT, EVERYBODY GETS TRANSFERRED TO THE *NEW* SUPERMAX NEAR RIKERS ISLAND...

"ONCE *THAT* HAPPENS, YOU CAN *FORGET* ABOUT EVER SEEING DAYLIGHT AGAIN."

AD-SEG 07

I DON'T *GET* IT. WHY'D CROSSFIRE SNITCH? HE WAS GONNA BREAK OUT *WITH* US--!

I DON'T KNOW, JIMMY. EITHER HE MADE A *DEAL* WITH HER, OR SHE *THREATENED* HIM WITH SOMETHING.

IF *EVER* THERE WAS A MOMENT TO BETRAY US, THIS IS IT.

YOU'RE SEALED IN AN ELECTRIC *OVEN-MITT*, YOUR SISTER'S CORKED IN A *BOTTLE*, AND MIKE AND I ARE JUST AS POWERLESS.

CROSSFIRE KNOWS *EXACTLY* WHAT HE COST US TODAY. HALF MY FORTUNE AND OUR LAST CHANCE AT *HUMANITY*...

BUT THIS *ISN'T* THE END OF US. NOT EVEN *CLOSE*.

I *PROMISE* YOU, JIMMY, WHATEVER HIS REASON FOR SELLING US OUT, CROSSFIRE WILL *DIE* FOR IT--AND ALL HIS *CRONIES*, TOO.

NO MATTER HOW LONG IT TAKES...

THE RAFT SUPERMAX PRISON
NEW YORK
TWO YEARS LATER

SUDDEN DARKNESS...

HEY--!

...FOLLOWED BY A BLINDING LIGHT...

SHRAKOOM

...AND HISTORY IS MADE...

SPIDER-MAN: BREAKOUT

PART 1 OF 5

CRACK

AARRGH!

THEY'RE GOING TO KILL HIM!

I'M GETTIN' A PIECE'A HIM, TOO!

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HEY, CORRUPTOR! WHERE ARE YOU GOING?

ACTUALLY, I WAS LOOKING FOR *YOU*, CROSSFIRE. WHERE'VE YOU BEEN?

HAD TO *PERSUADE* A S.H.I.E.L.D. TECH-JOCKEY TO TAKE *DAMPERS* OFF MY HARDWARE.

WHY DIDN'T THEY JUST *DIG* THAT BIONIC CRAP OUT OF YOUR SKULL WHEN THEY *ARRESTED* YOU?

BECAUSE I RIGGED IT TO *EXPLODE* IF ANYONE TRIED, AND THAT WOULD'VE BEEN *CRUEL AND UNUSUAL.*

NOW ROUND UP THE REST OF THE *CREW.* WE'VE GOT FIVE MINUTES, *TOPS,* BEFORE FURY'S BOYS GET THIS PLACE BACK ON LOCKDOWN.

ENOUGH TIME FOR *UNFINISHED BUSINESS...*

"...THE *U-FOES* ARE RIGHT THERE, AND I'VE BEEN WAITING TWO YEARS FOR THIS."

HA!

CAP!

FORGET THEM.

WHAT?! THEY TRIED TO KILL US *THREE TIMES* BEFORE THE TRANSFER--

OUR RIDE IS *WAITING*, WE HAVE TO GO *NOW!*

WHAT RIDE?

JUST GRAB CONTROLLER AND MANDRILL BEFORE WE MISS OUR *CHANCE!*

THREE MINUTES LATER

FIVE LEVELS DOWN...

HOW'D YOU FIND OUT THIS PLACE HAD UNDERWATER ACCESS?

THE MINUTE THE DAMPERS CAME OFF, I FORCED EVERY S.H.I.E.L.D. STAFFER I RAN INTO TO TELL ME A WAY OFF THIS ISLAND.

MOST ONLY KNEW THE HELICOPTERS, BUT ONE OF THE *HIGHER-UPS* WAS CLEARED TO ACCESS THIS LITTLE BEAUTY.

YOU STILL COULD'VE SPARED ME A MINUTE OR TWO TO RIP OUT VECTOR'S *THROAT*.

AND LET THE WARDEN OR WHOEVER *BEAT* US TO THE SUB? UH-UH, MANDRILL...

WE'LL STILL SKRAG THE U-FOES, ALL RIGHT, BUT *FIRST* THINGS *FIRST*...

WE PICK UP WHATEVER *GEAR* WE NEED--THEN WE FIND THE PERSON WHO *REALLY* SHAFTED US BACK AT THE VAULT.

YOU MEAN IT WASN'T *VECTOR*...?

NO, MISTER FEAR. IT WAS THE *GUARDSMAN* WHO WAS SUPPOSEDLY HELPING US.

AND YOU KNOW WHO THAT *IS*?

OH, *YES*, I KNEW HER *WELL*... THOUGH IN A FEW DAYS SHE'LL WISH SHE NEVER *MET* ME...

NEW YORK, NEW YORK
THE PRESENT

SO ELECTRO DID IT?

THAT'S WHAT IT *LOOKS* LIKE. APPARENTLY HE CAME TO THE RAFT TO BUST OUT ONE INMATE IN PARTICULAR. THE REST JUST TOOK *ADVANTAGE* OF THE SITUATION.

AH--!

SORRY. STILL PRETTY *TENDER*, HUH?

THE S.H.I.E.L.D. MEDIC SAID IT WOULD TAKE SIX WEEKS TO HEAL.

IT'LL TAKE EVEN *LONGER* IF YOU KEEP GOING OUT EVERY NIGHT.

A LOT OF ESCAPEES ARE STILL RUNNING LOOSE OUT THERE, M.J. *THEY'RE* NOT TAKING TIME OFF, SO *I* CAN'T EITHER.

C'MON, PETER, YOU CAN'T SWING A DEAD CAT WITHOUT HITTING A S.H.I.E.L.D. PATROL THESE DAYS. IT'S THEIR MESS. LET *THEM* CLEAN IT UP.

BUT--

AND WHAT ABOUT YOUR NEW *AVENGERS* BUDDIES? CAN'T *THEY* TAKE UP THE SLACK? WHAT'S THE POINT OF BEING ON A *TEAM* IF YOU KEEP TRYING TO DO IT ALL *YOURSELF?*

IT'S NOT AS *SIMPLE* AS THAT, MARY JANE. THIS WHOLE AVENGERS SITUATION IS STILL KINDA...*FLUID*...

FLUID.

YEAH. AS IN, TECHNICALLY SPEAKING, WE'RE NOT *OFFICIALLY* A TEAM.

BUT...I THOUGHT CAPTAIN AMERICA PERSONALLY *INVITED* YOU TO JOIN. DOES IT GET ANY MORE OFFICIAL THAN THAT?

IT'S HARD TO EXPLAIN. THERE'S, AH...OTHER FACTORS, AND...

...AND ANYWAY, I'M NOT SO SURE IT'S THE RIGHT THING FOR *ME*.

OH. SO YOU'D *RATHER* BE HOUNDED BY COPS AND MADE OUT TO BE SOME KIND OF *WEIRDO* BY EVERY PAPER IN TOWN?

I THOUGHT THIS WAS A *GOOD* THING--YOU HAVING *BACKUP* FOR A CHANGE. PEOPLE TO *SHARE* THE WEIGHT OF THE WORLD...

I KNOW, I KNOW. BUT I'M *USED* TO WORKING SOLO. MAYBE I'M BETTER THAT WAY.

THE CLOSEST I CAME TO BEING A TEAM GUY WAS THE *MATHLETES* IN HIGH SCHOOL, AND EVEN *THEY* EVENTUALLY CUT ME!

WE'LL TALK ABOUT THIS LATER, OKAY?

CHECK IT OUT! WE'RE *FAMOUS!*

TONY'S Pizza

--NEWLY RELEASED SURVEILLANCE VIDEO FROM THE MASS ESCAPE AT THE RAFT PRISON FACILITY THREE WEEKS AGO.

IN THE AFTERMATH OF THIS EVENT, NEW YORKERS ARE MORE CAUTIOUS THAN EVER, KNOWING SOME ESCAPEES ARE STILL LURKING AMONG US...

MAN, IRONCLAD, YOU LOOK *FAT* ON CAMERA!

MAKE YOURSELF *USEFUL*, X-RAY. WE'RE *OUTTA* HERE IN A FEW MINUTES.

VECTOR SAYS IT'S TIME TO *MOVE* AGAIN.

BUT NO ONE KNOWS WE'RE HERE! WHAT'S HE SCARED OF? THE *NEIGHBORHOOD WATCH?*

JOINING US TONIGHT TO DISCUSS THE LATEST DEVELOPMENTS IS THE RAFT'S DEPUTY WARDEN...

WHAT ARE YOU, *RETARDED?* CROSSFIRE AND HIS CREW FOUND OUR LAST HIDEOUT *TWO DAYS* AFTER WE GOT THERE!

THOSE GUYS'RE *HUNTIN'* US, AND YOU WANNA SIT AROUND AND LET 'EM *CATCH UP?*

THEY GOT *LUCKY* LAST TIME!

MAYBE SO, BUT VECTOR ISN'T TAKIN' CHANCES.

AND SEEIN' OURSELVES ON THE *TUBE* AIN'T NOTHIN' TO CELEBRATE, EITHER.

NOT WHEN WE'RE TRYIN' TO KEEP A *LOW PROFILE.*

...WHO CALL THEMSELVES THE "U-FOES."

*WE BELIEVE AN OLD GRUDGE WITH A RIVAL PRISON GANG HAS **KEPT** THEM IN THE METRO AREA WHILE OTHER ESCAPEES HAVE FLED THE CITY.*

*THEY'VE HAD TWO PUBLIC BATTLES, WITH **NO** REGARD FOR BYSTANDERS.*

*CALL THE S.H.I.E.L.D. **TOLL-FREE LINE** IF YOU SEE ANY OF THESE FUGITIVES, BUT DO NOT APPROACH THEM UNDER **ANY** CIRCUMSTANCES.*

1-555-SHIELD-ME

THANK YOU FOR THE UPDATE. I'M SURE WE'LL ALL SLEEP SAFER KNOWING YOU AND YOUR FELLOW AGENTS ARE COMBING THE CITY FOR THESE PEOPLE.

HEY, *VECTOR!* WHAT'S THE *HOLD-UP?!*

I'LL BE OUT IN A MINUTE, JIMMY.

SOMETHING WRONG, SIMON?

SORRY, ANN, I JUST...

I SHOULD'VE TAKEN DOWN THAT *MIRROR* THE SECOND WE GOT HERE.

I BARELY *REMEMBER* WHAT I LOOKED LIKE BEFORE, THE ACCIDENT EVERY TIME I CATCH A GLIMPSE, I SEE A *STRANGER* LOOKING BACK AT ME...

WHAT WAS I *THINKING*, PUTTING US IN THAT *ROCKET*?!

IS *THIS* WHAT I WANTED? THE POWER TO *PUSH* EVERYTHING AWAY--

--AS IF THIS *FACE* ISN'T REPELLENT ENOUGH?

WHRAM

WHY WASN'T I *SATISFIED* WITH ALL I HAD? YOU COULD BE IN AN UPTOWN PENTHOUSE NOW, INSTEAD OF A BASEMENT ON THE LOWER EAST SIDE.

AND I WOULDN'T DRIVE MYSELF *CRAZY* TRYING TO REMEMBER WHAT IT FELT LIKE TO *TOUCH* YOU...

IT'S TOO LATE FOR *REGRETS*, SIMON. WE ARE WHAT WE ARE.

NOT *FOREVER*, ANN. NOT IF I CAN *FIND* HER BEFORE CROSSFIRE DOES.

THERE'S STILL A *CHANCE* FOR US, AND I AM NOT GIVING UP...

I HEARD A CRASH. WHAT'S *GOIN' ON* IN HERE?

NOTHING, MIKE. JUST *VENTING* A LITTLE.

WELL, WE'RE ALL PACKED UP, SO HOW 'BOUT WE VAMOOSE? YOU *DO* KNOW WHERE WE'RE GOIN' NEXT, RIGHT?

YES. I FINALLY TRACKED DOWN MY OLD *CONSULTANT*. HE DOESN'T KNOW IT YET, BUT HE'S GOING TO LEAD US TO OUR *TARGET*.

AND WHAT ABOUT OUR LOVELY *HOSTS?*

I CAN *FLASH-FRY* 'EM, IF YOU LIKE.

IT WON'T EVEN *STINK* MUCH.

MMPH!

SAVE IT FOR OUR *ENEMIES.*

YEAH, FLASHBULB, HADN'T YOU *HEARD...?*

WE'RE NOT *MONSTERS.*

OKAY, THE WAY LOOKS CLEAR.

ANN, TURN TO *NITROGEN* SO YOU WON'T BE SEEN. JIMMY, SWITCH TO A *NON-VISIBLE* WAVELENGTH, LIKE I TAUGHT YOU.

LET'S LOAD UP BEFORE ANYONE GIVES US A SECOND LOOK...

PIZZA

K-CHAK

LONG AS YOU'RE INVISIBLE, X-RAY, DON'T LET ME *SIT* ON YOU AND BURN MY--

WHUMP

THOOM

HEL-LO...

GAS TANK MUST'VE BEEN FULL...

"...LET'S WRAP THIS UP *QUICK*, BEFORE IT TURNS INTO A S.H.I.E.L.D. BLOCK PARTY."

TONY'S PIZZA

GRAHAH!

BUDDA BUDDA BUDDA BUDDA BUDDA

VAPOR! FIND OUT WHO WE'RE UP AGAINST!

IRONCLAD! GRAB US ANOTHER RIDE OUT OF HERE!

X-RAY! RETURN FIRE!

WITH PLEASURE...

AIEEoo

GOTTA LOVE THAT X-RAY...

THE *IDIOT* GIVES AWAY THEIR HIDING PLACE *EVERY* TIME, AND HE DOESN'T EVEN *KNOW* IT--!

SHUT UP AND LET ME *CONCENTRATE*, MISTER FEAR. IT ISN'T EASY COORDINATING AN ATTACK THIS LARGE.

WELL, THEN DON'T LET *ME* DISTRACT YOU...

JUST TRY NOT TO BLOW UP THE *WHOLE* NEIGHBORHOOD, OKAY? MY FAVORITE INDIAN *TAKE-OUT* IS AROUND HERE SOMEWHERE.

BRAHRHHH!

WHAT? YOU DON'T *LIKE* TANDOORI?

TO BE CONTINUED

MARVEL

LIMITED SERIES

2 OF 5

BEDARD

GARCIA

FERNANDEZ

SPIDER-MAN®

BREAKOUT

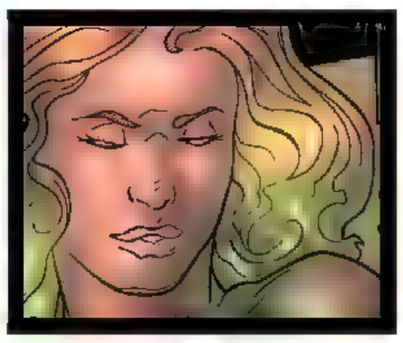
FROM THE PAGES OF THE NEW AVENGERS®

SPIDER-MAN
BREAKOUT

THE U-FOES

In a misguided attempt to gain superpowers, four individuals tried to mimic the same space flight that imbued the Fantastic Four with their amazing gifts. And the journey through cosmic radiation was successful – but not like the group expected. Now, the U-Foes find themselves desperate for the one thing they turned their back on: their humanity.

VECTOR


VAPOR

X-RAY

IRONCLAD

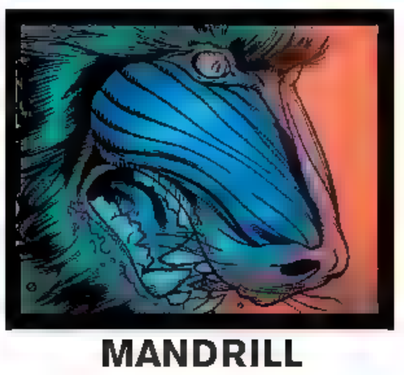
CROSSFIRE'S CREW

Joined by one common link – some form of mind-control powers – Crossfire assembled his crew of convicts in the bloodstained halls of the super-villain prison known as The Vault.

CONTROLLER

CORRUPTOR

CROSSFIRE


MANDRILL

MISTER FEAR

PREVIOUSLY

When a massive jailbreak occurs at the New York City super-prison known as The Raft, Spider-Man joins a group of powerful heroes to quell the violent uprising. But, despite their best efforts, they are unable to prevent dozens of the world's worst villains from slipping away.

Now, two gangs of escapees–with an apparently ages-old vendetta–are waging a vicious war on the streets of Manhattan.

One of the gangs–the U-Foes–are comprised of the mighty Ironclad, the radioactive X-Ray, the venomous Vapor and their leader, the telekinetic Vector.

The other group–run by deadly ex-C.I.A. operative Crossfire–all share one thing in common: mind-control powers. Crossfire's Crew includes the massive Controller, the blue-skinned Corruptor, the bestial Mandrill, and the skull-masked Mister Fear.

These rival groups are both hunting a mysterious prison guard who apparently betrayed them years ago at The Raft's predecessor facility, The Vault. And as they stalk her, they also hunt each other, heedless of the havoc they wreak all around them.

With his hometown caught in the grip of fear, Spider-Man searches for the cause of this super-villain rampage in order to end it. His best chance yet comes as he surprises the Controller and Mister Fear, who have ambushed the U-Foes in Manhattan's Lower East Side...

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HRAHHH!!!

SOMEBODY NEEDS A HUG!

SPIDER-MAN: BREAKOUT

PART 2 OF 5

SO HAVE WE ACTUALLY *MET?*

NO OFFENSE, BUT I PUNK *SO MANY* OF YOU PEOPLE, I KINDA LOSE TRACK...

HOLD HIM *STILL*, CONTROLLER!

FTT

FTT

FTT

THWIP

NOW, *MISTER FEAR* I KNOW I'VE MET!

HEY!

TAKE A BIG WHIFF...

PFT

PFT

PFT

KAHK
KORF

THAT'D BE THE *FEAR GAS*. ENJOY THE *SHOW!*

THOUGH WITH A FACE LIKE *THAT* I DON'T KNOW *WHAT* COULD POSSIBLY SCARE *YOU...*

BAD NEWS, MISTER SANDHURST: THE DAMAGE TO YOUR ***SPINE*** WAS EVEN WORSE THAN YOUR ***FACE***. I'M AFRAID IT'S ***IRREPARABLE.***

BUT YOU LOOK GOOD IN AN IRON LUNG. HONEST.

JUST RELAX, BASIL, WE'LL DO EVERYTHING WE CAN FOR YOU...

PLEEEASE! I CAN'T GO BACK TO THAT--!

Y'KNOW, IF YOU WEREN'T A SUPER-GOON IN A HARDHAT--

--I'D FEEL PRETTY GUILTY ABOUT LETTING YOU TAKE THAT NEXT STEP...

BUDDABUDDABUDDA

WH--?

WHAT--?

BUDDA BUDDA

SHRAK

BUDDA BUDDA

BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA

U-FOES!

WE'VE BEEN AMBUSHED!

I NEED TO KNOW WHO TURNED THESE CIVILIANS INTO A KILL TEAM!

THOM

WELL, THAT ANSWERS *THAT* QUESTION.

NOW WERE WAS I...?

HEY, THEY STOPPED SHOOTIN' ALL OF A SUDDEN! THEY'RE ALL FROZEN!

WHY'D THEY FREEZE? WHAT'S GOING ON?

THE *CONTROLLER* WAS PULLING THEIR STRINGS--THE *FALL* MUST'VE BROKEN HIS HOLD ON THEM!

IF HIS *PARTNERS* ARE NEARBY, THEY'LL BE RIGHT UP--

--HERE...

BETTER SWITCH TO *BUCKSHOT*, SKULLY...

...'CAUSE YOUR AIM *SUCKS!*

S.H.I.E.L.D. CHOPPERS...

IRONCLAD! WE HAVE TO GET OUT OF HERE *NOW!*

RIGHT. GIMME A SECOND, BOSS!

OHHH... WHAT'D THEY *HIT* ME WITH...?

⇢UNF⇠

LET'S ROLL, U-FOES...

"...THIS NEIGHBORHOOD'S LOST ITS CHARM."

HA!

GOT YOUR NOSE!

STOP--

THWIP

--LAUGHING!

FTT

FTT

FTT

SUCKER.

SPROING

HAKK--!

PFT

PFT

I TOOK A WILD GUESS YOU'D HAVE A *FILTER* IN THE MASK TO KEEP FROM GASSING *YOURSELF*.

AM I *RIGHT?*

AEEEEE!

YOU DON'T SAY...

ALL KIDDING ASIDE, SEÑOR SCAREDY, TELL ME WHY YOU TURNED THIS BLOCK INTO A WAR-ZONE.

I MEAN, WHY AREN'T YOU PEOPLE HALFWAY ACROSS THE COUNTRY BY NOW?

POLICE
NYPD
FREEZE, PEOPLE!
LOOKS LIKE THEY ALREADY DID...
THEY ON DRUGS?
THE BIG ONE LOOKS DEAD...
POIT
POIT
POIT
POIT
WHAT THE HELL...?
THEY'RE MOVING AGAIN.
HRNH...

ZIIIP

ZIIIP

HEADS UP, OFFICERS!

⇉HUKK⇇

⇉GUH⇇

RADIO YOUR DISPATCHER. SAY THE *FEDS* TOLD YOU TO *WITHDRAW.*

YES, SIR.

ANYTHING *ELSE?*

JUST GET ME OUT OF HERE.

SEVENTH PRECINCT? THIS IS UNIT TWENTY-FOUR.

S.H.I.E.L.D. AIR-CAV IS ON SCENE, INSTRUCTING US TO STAND DOWN, OVER.

S.H.I.E.L.D.

CAN'T BELIEVE I ACTUALLY LET YOU IN MY CREW.

YOU'RE A FRAUD, ALAN. PLAYING DRESS-UP WITH THE BIG BOYS, HOPING WE WON'T SEE WHAT A FAKE YOU ARE.

IF THE REAL MISTER FEAR WAS STILL ALIVE, HE'D SKIN YOU FOR EMBARRASSING HIS NAME.

WEAK. STUPID. WORTHLESS. AND WE'RE GOING TO TELL EVERYONE...

...JUST... GIMME ONE MORE CHANCE...

...I SWEAR THOSE FREAKIN' *U-FOES* WON'T KNOW WHAT HIT 'EM...

WHAT EXACTLY IS YOUR *BEEF* WITH THEM?

...TRIED TO *WARN* YOU, CROSSFIRE...

THAT'S RIGHT, I'M CROSSFIRE. NOW WHERE'S THE *REST* OF OUR GANG?

...TOLD YOU BACK AT THE *VAULT*...NOT TO TRUST THEM...

FOCUS, PAL. TELL ME WHERE OUR *HIDEOUT* IS, SO I CAN--

...

WHAT'S WITH THE *GUN*, SON? DIDN'T THINK THAT WAS YOUR STYLE.

OH. THE GUN IS *HIS*. YOU KNOW MISTER *FEAR*, RIGHT?

THE CONTROLLER FELL TO THE STREET. I THINK THE U-FOES ARE DOWN THERE, TOO, THOUGH THINGS GOT *QUIET* IN THE LAST MINUTE OR TWO.

HUH?

SO *YOU* CALLED US IN?

UM... NO.

WHY *NOT?*

FOUR MINUTES LATER

S.H.I.E.L.D. HAS THE AREA CORDONED OFF.

NO SIGN OF THE CONTROLLER **OR** THE U-FOES, BUT THERE ARE TWENTY COMATOSE CIVILIANS AND FIVE **CORPSES** DOWN THERE.

THAT'S THE ***THIRD*** SKIRMISH IN AS MANY WEEKS, AND EACH TIME THEY RAISE THE STAKES.

MAYBE MISTER FEAR WILL GIVE UP SOMETHING USEFUL--AT LEAST TELL US WHAT THEY'RE FIGHTING **ABOUT.**

Y'KNOW, HE, UH...HE ***SAID*** A FEW THINGS JUST BEFORE YOU GUYS SHOWED UP.

WELL...?

THIS ***FEUD***...I THINK IT MIGHT'VE STARTED ***BEFORE*** THEY GOT LOCKED UP AT THE RAFT.

SOUNDED LIKE THEY ALL DID TIME AT ***THE VAULT*** TOGETHER. HE MENTIONED A GUY NAMED ***CROSSFIRE,*** TOO...

SOUNDS LIKE HE TOLD YOU QUITE A BIT.

MORE LIKE HE BABBLED, AND I CONNECTED THE DOTS.

ANYHOW, MAYBE YOU COULD, UH...PULL A FEW STRINGS AND TAKE A PEEK AT THE VAULT'S OLD ***PRISON FILES?***

OF COURSE. BUT YOU'RE COMING ***WITH*** US.

I AM?

AND STOP ACTING LIKE YOU HAVE NO RIGHT TO ***ASK*** FOR SUCH A THING.

RIGHT. SORRY...

IT JUST FEELS ***WEIRD,*** AFTER ALL THESE YEARS WORKING ***OUTSIDE*** THE "SYSTEM."

WILL IT HELP IF I PIN A ***GOLD STAR*** ON YOUR CHEST SO EVERYONE KNOWS YOU'VE GONE ***LEGIT?***

CONEY ISLAND

WE WERE STARTING TO WONDER IF YOU'D EVER MAKE IT BACK.

HOW'D IT GO?

NOT GREAT. *SPIDER-MAN* SHOWED UP AND THE U-FOES GOT AWAY.

DID THE SCATTERGUN *WORK* AT LEAST?

YEAH, CROSSFIRE, YOUR LITTLE TOY NAILED X-RAY PRETTY GOOD. BUT THEN THE *WEB-HEAD* BLINDSIDED US.

MISTER FEAR WAS WORSE THAN *USELESS*, BY THE WAY. I'M PRETTY SURE HE GOT PINCHED.

NO BIG LOSS, BUT WE HAVE TO CHANGE HIDEOUTS IN CASE THE IDIOT *TALKS*. LET'S GET OUR GEAR PACKED.

THE *MAIN* THING IS TO KEEP THE U-FOES ON THE RUN AND OFF BALANCE, SO THEY CAN'T FIND *HER* BEFORE *WE* DO...

THE RAFT
SUPERMAX PRISON

THIS IS ALL YOU'VE GOT...?

YES, SIR, I'VE PULLED *EVERYTHING* IN THE ARCHIVES.

EVERY INMATE FILE, EVERY PERSONNEL RECORD, EVERY *SCRAP* THEY GAVE US WHEN THEY SHUT THE VAULT DOWN.

YOU WANT TO LOOK AT THOSE *RAP SHEETS* AGAIN?

THEY'RE JUST A *LAUNDRY LIST* OF CRIMES THAT LANDED THEM IN JAIL.

WE NEED TO KNOW WHAT HAPPENED BETWEEN THESE TWO GROUPS *AFTER* THEY WERE LOCKED UP.

OKAY...I HAVE INCIDENT REPORTS ON THREE *ALTERCATIONS* BETWEEN THE TWO GROUPS JUST BEFORE THEY WERE TRANSFERRED HERE...

...DETAILS ON *HOW* THE U-FOES ATTACKED THE OTHERS...BUT NO REASON *WHY* THEY DID IT...

FOCUS ON *CROSSFIRE.* I THINK HE *LEADS* THE GANG THE U-FOES TRIED TO KILL.

SIR?

JUST DO AS HE ASKS.

OKAY...

I HAVE A *COMPLAINT* FILED BY INMATE *WILLIAM CROSS,* A.K.A. "CROSSFIRE," AGAINST A VAULT PROGRAM ADMINISTRATOR NAMED *ROZALYN BACKUS.*

HE ACCUSED HER OF RECKLESS ENDANGERMENT FOR MAKING HIM LOOK LIKE A *SNITCH* TO SOME OTHER INMATES. THE CHARGE NEVER WENT ANYWHERE.

Y'KNOW, INMATES FILE BOGUS COMPLAINTS AND FRIVOLOUS LAWSUITS ALL THE TIME...

BUT WHAT IF THAT WAS WHAT STARTED THEIR FEUD? CAN WE AT LEAST *TALK* TO THIS BACKUS LADY?

BACKUS ROZALYN
PHD CRIMINAL PSYCHOLOGY
PEPPERDINE UNIVERSITY
D.O.B.: 05/19/'68
SSN: 432-12-6682
VAULT PROGRAM ADMINISTRATOR
CELLBLOCK D
PREVIOUS POSITION:
DEPUTY WARDEN,
PELICAN BAY SUPERMAX
FIFTEEN YEARS EXPERIENCE
FORMER C.I.A. CONSULTANT
RATED EXPERT MARKSMAN
GRADUATED HAND-TO-HA
COMBAT SCHOOL

DECEASED

SORRY, BUT THAT'S NOT GONNA BE POSSIBLE. SHE HAD A FATAL *CAR ACCIDENT* A MONTH BEFORE THE VAULT WAS DECOMMISSIONED.

DEAD END.

GREAT.

TWO HOURS LATER

...NO, THEY *DIDN'T* PUT ME UP TO THIS! HECK, THEY'D PROBABLY NEVER *SPEAK* TO ME AGAIN IF THEY KNEW WHY I WAS CALLING YOU.

YES, IT IS A BIT DESPERATE, BUT PEOPLE ARE *DYING* OUT THERE--!

LOOK, I ALREADY EXHAUSTED *OFFICIAL* CHANNELS, AND I'M NO CLOSER TO FIGURING OUT WHAT THESE CONVICTS ARE UP TO.

I KNOW YOUR *BOSS* HAS SOURCES THAT THE LAW DOES NOT, AND HE *OWES* ME BIG-TIME.

HE'S NOT MY BOSS, PETER. I JUST DO THE OCCASIONAL *JOB* FOR HIM.

FINE. I'LL ASK IF HE'S WILLING, OKAY? NOW, IF YOU DON'T MIND, I'M KIND OF IN THE *MIDDLE* OF SOMETHING...

UNBELIEVABLE. EVERY TIME THAT WOMAN TOUCHES OUR LIVES, IT ENDS UP BEING BAD NEWS, BUT YOU JUST CAN'T KEEP AWAY, *CAN* YOU?

M.J....

AND WHAT ABOUT YOUR *AVENGERS* BUDDIES? ARE YOU *TRYING* TO GET YOURSELF BLACKBALLED...?

HELL'S KITCHEN
THE FOLLOWING EVENING

HOTEL BI

I HAVE TO SAY THAT THIS IS ALMOST *DISAPPOINTING*...

...I THOUGHT FOR SURE THE NEXT TIME WE MET, YOU'D BE TRYING TO RIP MY *HEAD* OFF.

THE URGE IS DEFINITELY THERE, *OWL*.

BUT I DIDN'T COME HERE TO TRADE *THREATS*. YOU OWE ME A FAVOR AND I'M HERE TO *COLLECT*.

BE *THANKFUL* I'M GIVING YOU A CHANCE TO SET THIS RIGHT.

WHAT MAKES YOU SO SURE I WON'T JERK YOU AROUND AGAIN, ANYWAY?

BECAUSE *THIS* TIME, HELPING ME IS IN *YOUR OWN* BEST INTEREST.

WELL, YOU DO HAVE A *POINT* THERE.

THE *U-FOES* AND CROSSFIRE'S LITTLE *MIND-CONTROL MAFIA* HAVE STIRRED UP A REAL SPIT-STORM IN THIS TOWN.

THERE ARE S.H.I.E.L.D. AGENTS ON PRACTICALLY EVERY STREET CORNER NOW, *KILLING* MY VICE PROFITS.

YOU GET THOSE ESCAPED IDIOTS OFF THE STREET, AND I'M BACK IN THE MONEY.

BLACK CAT FILLED ME IN ON YOUR CONVERSATION, SO I ASKED AROUND ABOUT THAT *DISPUTE* CROSSFIRE HAD WITH THE *DEPUTY WARDEN.*

PROGRAM ADMINISTRATOR.

WHATEVER.

TURNS OUT ONE OF MY FINE UPSTANDING BUSINESS ASSOCIATES KNEW AN EX-INMATE WHO HELPED THE WOMAN SET UP SOME *FAKE* IDENTITIES--BIRTH RECORDS, SOCIAL SECURITY NUMBERS, THE WORKS.

ONE OF THOSE PHONY I.D.S CURRENTLY MAINTAINS A PARK AVENUE ADDRESS. SO ROZ BACKUS PROBABLY ISN'T AS *DEAD* AS THE OFFICIAL RECORDS WOULD INDICATE.

YOU GOT THIS IN LESS THAN A DAY?

MY REVENUES ARE CUT IN *HALF!* YOU THINK THIS ISN'T A *PRIORITY* FOR ME?

AND YOU *DID* KINDLY POINT ME IN THE RIGHT DIRECTION.

IF THIS IS ANOTHER FOOL'S ERRAND...

I'D USE HER AS *BAIT* FOR THE JAILBIRDS MYSELF, BUT WHY STICK *MY* NECK OUT WHEN *YOU'LL* DO IT FOR FREE?

HAPPY HUNTING, SPIDER-MAN.

BROOKLYN
THE NEXT MORNING

C'MON, ROSIE, IT'S AN EMERGENCY!

PLEASE, ROSIE! WE GOT NOWHERE ELSE TO GO!

BANG BANG BANG

ROSIE, IT HAPPENED AGAIN.

IF THE RICH LADY WHO OWNS THIS PLACE REALLY CARED, SHE'D PROTEC' US FROM THIS KINDA THING.

SAVE IT FOR THE JUDGE, WILLY. I'LL HANDLE THIS-- JUST WAIT RIGHT THERE.

UM, DO YOU THINK WE COULD MAYBE USE YOUR--

YOU KNOW THE RULES, SOPHIE...

...NOBODY COMES IN MY PLACE. EVER.

YOU BREAK THAT RULE, AND I CAN'T BE RESPONSIBLE FOR WHAT HAPPENS.

Y'KNOW, KIDS, YOU BROUGHT THIS ON *YOUR-SELVES.*

HAVEN HOUSE OPENS

A HAVEN FOR SINGLE MOMS

I DON'T KNOW HOW MANY TIMES I'VE GOTTA *TELL* YOU...

...GET IN THE HABIT OF A *COURTESY FLUSH,* OR THAT RINKY-DINK GOVERNMENT-MANDATED TOILET WILL JUST KEEP *BACKING UP* ON YOU.

NOW LET'S GO *PLUNGE* THAT BAD-BOY...

O-KAYYY...

SO YOU WORK AS THE *SUPER* IN A TENEMENT, BUT YOU OWN A PARK AVENUE *MANSION.*

ROZALYN--OR WHATEVER YOU CALL YOURSELF NOW--IF WE BOTH LIVE THROUGH THIS, YOU ARE *DEFINITELY* INTRODUCING ME TO YOUR ACCOUNTANT...

TO BE CONTINUED

MARVEL

LIMITED SERIES

3 OF 5

BEDARD

GARCIA

FERNANDEZ

SPIDER-MAN®

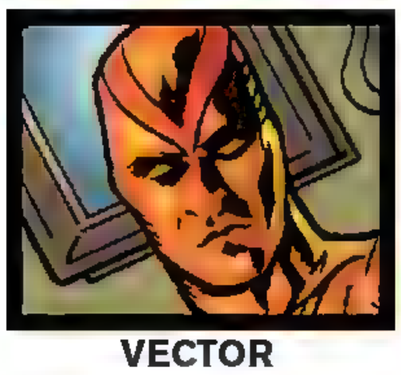
BREAKOUT

FROM THE PAGES OF THE NEW AVENGERS®

SPIDER-MAN
BREAKOUT

THE U-FOES

In a misguided attempt to gain superpowers, four individuals tried to mimic the same space flight that imbued the Fantastic Four with their amazing gifts. And the journey through cosmic radiation was successful – but not like the group expected. Now, the U-Foes find themselves desperate for the one thing they turned their back on: their humanity.


VECTOR

VAPOR

X-RAY

IRONCLAD

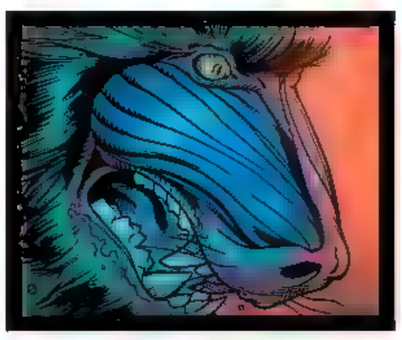
CROSSFIRE'S CREW

Joined by one common link – some form of mind-control powers – Crossfire assembled his crew of convicts in the bloodstained halls of the super-villain prison known as The Vault.

CONTROLLER

CORRUPTOR

CROSSFIRE


MANDRILL

MISTER FEAR

PREVIOUSLY

When a massive jailbreak occurs at the New York City super-prison known as the Raft, Spider-Man joins a group of powerful heroes to quell the violent uprising. But, despite their best efforts, they are unable to prevent dozens of the world's worst villains from slipping away.

One of the gangs – the U-Foes – comprises the mighty Ironclad, the radioactive X-Ray, the venomous Vapor, and their leader, the telekinetic Vector.

Their sworn enemies are the mind-controlling menaces in Crossfire's Crew: the massive Controller, the blue-skinned Corruptor, the bestial Mandrill, and their leader, Crossfire.

These rival groups are both hunting a mysterious prison guard who apparently betrayed them years ago at the Raft's predecessor facility, The Vault. And as they stalk her, they also hunt each other, heedless of the destruction they leave in their wake.

Desperate to head them off and end their violent conflict, Spider-Man sought help from a crime boss, the Owl, who also has a stake in seeing the gang war ended. His underworld contacts led Spider-Man to Roz Backus, a former prison guard at The Vault and now a reclusive tenement superintendent. But the question remains: what did this woman do to these villains that earned her their undying hatred and brought such strife upon the Big Apple?

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Production	Editor	Executive Editor	Editor in Chief	Publisher
James Taveras	**Warren Simons**	**Axel Alonso**	**Joe Quesada**	**Dan Buckley**

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MIDTOWN MANHATTAN
7:46 A.M.

I DON'T CARE IF YOU *ARE* THE BOSS, COURTLAND, YOU CAN'T *DO* THIS!

THESE GOONS YOU HIRED TO BEEF UP SECURITY *COST* AN ARM AND A LEG--

--THEY MAKE THE STAFF *NERVOUS*, AND THEY'RE SCARING OFF *CLIENTS*.

÷HH÷ JACKIE, I'M NOT THE ONLY ONE TAKING *PRECAUTIONS* THESE DAYS. THE WHOLE CITY IS ON EDGE OVER THESE ESCAPED *SUPER-CROOKS*.

WE'LL GO BACK TO BUSINESS AS USUAL ONCE THE *STREETS* STOP FEELING LIKE A WAR ZONE.

THE STREETS ARE FIFTY FLOORS *BENEATH* US.

WE'RE NOT GOING TO GET CAUGHT IN THE *CROSS FIRE* UP HERE.

DING

SO WHAT'S *REALLY* GOING ON?

OKAY, JACKIE...BUT YOU CAN'T SPREAD THIS AROUND--

THUNK

DID WE JUST *STOP*?

OHMYGOD--! THE BUILDING'S ON *FIRE*!

SPIDER-MAN: BREAKOUT

PART 3 OF 5

GOING DOWN?

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GET BEHIND ME, SIR!

WAIT! DON'T--

BLAM!

-HURK-

DON'T YOU KNOW, YOU CAN'T SHOOT VAPOR...

...OR CHLORINE GAS...OR ACID FOG...

...OR WHATEVER ELSE I DECIDE TO BECOME?

HAUGHHH...!

-KAKHH-

...HFF... HFF...

FORGET YOUR BREAKFAST PLANS, COURTLAND. WE NEED YOU BACK UP IN YOUR OFFICE.

DON'T KILL ME, ANN, DON'T KILL ME...

DING

I'M SURE YOU REMEMBER MY BROTHER JIMMY...

...BETTER KNOWN AS X-RAY.

AND *THAT'S IRONCLAD* BACK THERE BEHIND HIM.

YOU GOT SOME *BARBECUE SAUCE* AROUND HERE?

OH, GOD, OH, GOD, OH, GOD...WHAT'VE YOU *DONE*...?

TH-THEY CAME IN...THROUGH THE *CEILING*, SIR. THEY ONLY WENT AFTER *SECURITY*...

COURTLAND WHITEHEAD. LOOKS LIKE YOU WERE *EXPECTING* US.

SIMON, YOU DIDN'T HAVE TO *KILL* THEM...

I WOULD'VE BEEN SATISFIED WITH A SIMPLE CONVERSATION. *YOU'RE* THE ONE WHO HAD TO BRING HIRED GUNS INTO IT.

I ALWAYS DID RIGHT BY YOU. I *NEVER* CROSSED YOU.

I HID YOUR MONEY, MADE IT *GROW*--EVEN AFTER YOU WENT FROM FORTUNE 500 TO *THIS* SORT OF THING.

AND THEN ONE DAY--POOF--IT ALL *DISAPPEARED.*

THAT WASN'T ME! I *SWEAR* IT! SOMEONE GOT YOUR PASSWORDS AND ACCOUNT NUMBERS SOMEHOW.

I *KNOW* YOU DIDN'T RAID MY ACCOUNTS, COURTLAND. BUT YOU'RE GOING TO FIND THE PERSON WHO DID.

I...I AM...?

BUT...I HAVEN'T HACKED A FINANCIAL INSTITUTION SINCE YOU GOT ARRESTED.

THIS PLACE IS STRICTLY *LEGIT.*

THIS PLACE WILL BE STRICTLY *DEAD* IF YOU DON'T GIVE ME WHAT I NEED BY *LUNCH-TIME.*

CONSIDER IT A COMPLIMENT TO YOUR *SKILLS* THAT I'M HERE, OLD FRIEND. NOBODY WAS EVER BETTER AT *HIDING* A MONEY TRAIL...

...AND NOW YOU'RE GOING TO *UNCOVER* ONE.

AND THEN YOU'LL LEAVE? AND NO ONE ELSE DIES?

HOLD UP YOUR END, AND I'LL *HONOR* THOSE TERMS. PROVIDED YOUR STAFF DOESN'T TRY SOMETHING STUPID, LIKE CALLING FOR HELP.

OKAY... *WHO* AM I LOOKING FOR?

FORMER PROGRAM ADMINISTRATOR AT *THE VAULT* PRISON IN COLORADO. NAME: *ROZALYN BACKUS.*

SHE'S THE ONE WHO CLEANED OUT MY CAYMAN ISLAND AND ZURICH ACCOUNTS TWO YEARS AGO, MAY THIRD. JUST FOLLOW *THE MONEY...*

HAVEN HOUSE
BROOKLYN

NEVER FORGET

HAVEN FOR
NGLE MOMS

ROZIE, HOW COME YOU DON'T GOT A *BOY-FRIEND?*

I DON'T KNOW, SOPHIE, SOMETIMES IT FEELS LIKE I'M MARRIED TO THIS *BUILDING.*

EVERY DAY THERE'S A ZILLION THINGS TO DO JUST TO KEEP IT FROM FALLING APART. DO I REALLY NEED SOMEONE ELSE TO TAKE CARE OF?

WILLY!

I COULD BE YOUR BOYFRIEND!

LOOKS LIKE SOMEONE'S READY FOR DOOMSDAY...

JUST TAKE YOUR SISTER HOME! WE'LL FIND YOU A GIRLFRIEND *TOMORROW*, OKAY?

K-CHAK

!

NEVER FORGET

SO IS *THIS* GUY THE REASON YOU KEEP A *BAZOOKA* IN YOUR SOCK DRAWER?

WHOK

HEY!

I'VE BEEN HIT WITH TENTACLES, PUMPKIN BOMBS, AND THE TONGUE OF AN ALIEN SYMBIOTE--BUT A WET *PLUNGER* IS A NEW LOW!

YOU KEEP A GUN IN THE *FRIDGE*?!

DON'T MOVE!

YOU *BROKE* INTO MY APARTMENT. WEARING A *MASK*.

CALM DOWN. I'M ONE OF THE *GOOD GUYS*.

THEN I GUESS YOU'D BETTER CALL THE *COPS*.

ONLY YOU *CAN'T*, OR THEY MIGHT FIGURE OUT WHO YOU *REALLY* ARE. ISN'T THAT RIGHT, ROZALYN?

...

AW, NOOOO...

I PRAYED AND I PRAYED THEY'D JUST GET *CAUGHT* AND IT WOULDN'T COME TO THIS, BUT WHO WAS I *KIDDING...?*

THEY'VE STAYED IN TOWN FOR *ME,* HAVEN'T THEY? AND *YOU PEOPLE* AREN'T GONNA STOP THEM IN TIME...

YOU MEAN THE U-FOES AND CROSSFIRE'S GANG?

NO, THE *GIRL SCOUTS!* WHO DO YOU *THINK* I'M TALKING ABOUT?!

THAT'S WHY YOU'RE *HERE,* ISN'T IT? I THOUGHT I'D COVERED MY TRAIL PRETTY WELL, BUT IF YOU FOUND ME THIS EASILY, SO CAN *THEY!*

GEE, THANKS...

LOOK, ARE YOU GONNA *ARREST* ME OR SOMETHING? BECAUSE IF NOT, I HAVE TO GET OUT OF HERE NOW.

HEY, WOULDJA JUST CALM DOWN ONE SECOND...?

CALM DOWN?! THERE'S FOUR HUNDRED HARD-LUCK MOMS AND THEIR BABIES LIVING HERE, AND I'M ABOUT TO GET THEM KILLED!

WHY SHOULD I BE *CALM* ABOUT THAT?

BECAUSE YOUR OLD PRISON PALS CAN ONLY FIND YOU IF THEY KNOW *WHO* TO ASK!

AND THE GUY WHO POINTED ME IN YOUR DIRECTION *IS NOT* ABOUT TO HELP THEM.

WHO WAS IT?

A MINOR CRIME BOSS WHO WANTS THE ESCAPEES BACK IN JAIL. ALL THE EXTRA COPS ON THE STREETS THESE DAYS ARE BAD FOR HIS BUSINESS.

SO HE DID A LITTLE BIT OF RESEARCH AND FOUND THE EX-CON WHO SET UP YOUR NEW "ANGELA MARCY" IDENTITY A FEW YEARS BACK, BEFORE YOU FAKED YOUR OWN DEATH...

STILL, THAT *BOGUS I.D.* WOULDN'T HAVE LED YOU *HERE.*

WELL, NOT DIRECTLY. THE FIRST PLACE I CHECKED WAS THE SUPPOSED HOME OF "ANGELA MARCY"...

"BEAUTIFUL PARK AVENUE PENTHOUSE, NICE FURNITURE, THE WORKS...BUT *ZERO* SIGN THAT ANYONE ACTUALLY *LIVES* THERE.

"NO DIRTY DISHES, NO CLOTHES LYING AROUND. EVEN RICH PEOPLE MAKE *SOME* KIND OF MESS.

"INSIDE, THE DRAWERS WERE EMPTY, NO FAMILY PICTURES, ALL THE LIGHTS WERE ON *TIMERS*...OBVIOUSLY, THE PLACE WAS A *DEAD END.*"

SO THEN WHAT LED YOU *HERE?* I DIDN'T LEAVE SOME KIND OF *CLUE* LYING AROUND, DID I?

NO...THAT WOULD'VE BEEN FAR TOO *CONSIDERATE.* INSTEAD, I HAD TO FIND YOU THE *HARD* WAY...

I GOTTA HAND IT TO HER--THIS BACKUS LADY WAS PRETTY *SMART* ABOUT GETTING HER HANDS ON YOUR MONEY.

EVEN WITH YOUR ACCESS CODES, SHE COULDN'T JUST WRITE HERSELF A *CHECK*. A HUNDRED-AND-FIFTY-MILLION-DOLLAR WITHDRAWAL *ALWAYS* RAISES EYEBROWS.

SO SHE DISTRIBUTED YOUR FUNDS ACROSS FORTY-SEVEN DIFFERENT FAKE INTERNET START-UPS--ALL SECRETLY OWNED BY *HER*, OF COURSE.

WHEN THEY ALL SHUT DOWN, IT LOOKED LIKE YOU LOST YOUR SHIRT ON BAD INVESTMENTS.

SO NOT ONLY DID SHE *STEAL* FROM ME, BUT SHE MADE ME LOOK LIKE AN IDIOT IN THE PROCESS?

ONLY TO YOUR SWISS BANKERS. EVERYONE *ELSE* ALREADY KNEW YOU AS, WELL...

I *KNOW*, COURTLAND. YOU DON'T HAVE TO *SAY* IT.

WE WEREN'T SUPPOSED TO TURN OUT THIS WAY, YOU KNOW. I EXPOSED US TO THE *SAME* CONDITIONS THAT EMPOWERED THE FANTASTIC FOUR--WE SHOULD'VE BEEN GLAMOROUS, LIKE THEM.

SOMETHING *MORE* THAN HUMAN... NOT SOMETHING *LESS*.

BUT WE STILL HAVE A CHANCE OF BECOMING *OURSELVES* AGAIN. THAT BACKUS WOMAN HAS THE KEY.

SO *DON'T* TELL ME WHATEVER SHE DID TO COVER HER TRAIL WAS TOO CLEVER FOR YOU TO UNRAVEL.

OH, I NEVER SAID *THAT*...

...SEE, THERE'S AN INTERESTING *PATTERN* EMERGING FROM THE DUMMY CORPORATIONS THAT RECEIVED YOUR FUNDS...

YO!

BACK IT UP...*ALL* THE WAY TO THE PLATFORM!

YOU'RE NOT ON MY SCHEDULE, PAL. SHOW ME SOME *PAPER-WORK* OR THIS TRUCK CAN'T STAY.

ARE YOU SURE YOU CAN'T BEND THE RULES JUST A LITTLE FOR *ME...?*

WHU...

I...↑SNFF SNFF↓...

...WELL... WELL, OF COURSE, I CAN!

HOW'S A DREAMBOAT LIKE YOU END UP DRIVING A DELIVERY TRUCK, ANYWAY?

WE ALL DO WHAT WE *HAVE* TO, GORGEOUS. AND WHAT *YOU* HAVE TO DO IS MAKE SURE NO ONE MOVES THIS TRUCK OR EVEN ASKS WHAT IT'S DOING HERE, *UNDERSTAND?*

NO PROBLEM.

AND IF WE AREN'T BACK IN AN HOUR, YOU TAKE THAT *PEN* OF YOURS AND POUND IT ALL THE WAY IN YOUR EAR WITH A HAMMER, OKAY?

SURE THING. I'LL BE COUNTING THE MINUTES.

Y'KNOW, WE COULD PROBABLY GET FILTHY RICH JUST BOTTLING MANDRILL'S *PHEROMONES.*

PUT A QUICK END TO THE OL' BATTLE OF THE SEXES, ANYWAY.

FIRST THINGS FIRST. LET'S GET UPSTAIRS.

GLAD TO SEE YOU FINALLY SHOWIN' SOME *GUTS*, CROSSFIRE...

THE LAST THREE TIMES WE TRIED TO CAP THE U-FOES, YOU WERE M.I.A.

WHAT DO YOU MEAN, CONTROLLER?

THIS ISN'T LIKE *BEFORE*, WHEN WE TRACKED X-RAY TO SOME DUMP IN THE BRONX OR THE LOWER EAST SIDE.

PLACES LIKE THAT WERE JUST HIDEOUTS THAT I COULD SEND YOU TO WIPE OFF THE MAP.

THIS TIME, X-RAY'S SIGNAL TURNS UP IN A MIDTOWN FINANCIAL FIRM. THIS TIME, *BRUTE FORCE* ISN'T WHAT'S REQUIRED.

SEE, BEFORE HE WAS "VECTOR," SIMON UTRECHT USED TO BE A CORPORATE HIGH ROLLER. HE MUST HAVE A *FRIEND* HERE WHO CAN HELP HIM TRACK DOWN *ROZ*.

ROZ, ROZ, ROZ. I'M GETTING *SICK* OF HEARING THAT WOMAN'S NAME.

WE'RE *OUT*. WE HAVE OUR *GEAR*. WHATEVER SHE TOOK FROM YOU, WHY DON'T WE JUST STEAL A *NEW* FORTUNE SOMEWHERE ELSE?

ASIDE FROM THE FACT THAT NOBODY DOUBLE-CROSSES ME AND *LIVES...?* WELL, THERE ARE THINGS I NEVER *TOLD* YOU ABOUT HER...

BROOKLYN

ANYHOW, I DUG INTO THE CITY'S *TAX RECORDS* OVERNIGHT TO SEE IF "ANGELA MARCY" OWNED ANY OTHER PROPERTY...

THAT'S RIGHT--THERE'S A *BRAIN* UNDER THIS SILLY MASK.

YOU PLAYED A SHELL GAME WITH YOUR LAWYERS AND COMPANY NAMES TO *HIDE* IT, BUT THE DIVINE MISS MARCY *OWNS* HAVEN HOUSE.

SO AFTER HER TRAIL PETERED OUT AT THAT APARTMENT, I CAME *HERE* HOPING TO PICK UP A LEAD...

...AND I *RECOGNIZED* YOU FROM YOUR OLD *STAFF PHOTO* AT THE VAULT.

MAYBE I *SHOULD'VE* GOTTEN PLASTIC SURGERY...

SO IT'S ALL A *SHAM*. ANGELA MARCY IS JUST A *FRONT*, WHILE YOU REALLY LIVE HERE AS THE HUMBLE SUPER.

I'VE GOTTA SAY, THIS DOESN'T QUITE ADD UP.

IT SEEMS A SAFE BET THAT ANGELA MARCY'S *FORTUNE* ONCE BELONGED TO THE CREEPS WHO ARE *LOOKING* FOR YOU...

...BUT IF YOU WENT TO THE TROUBLE OF *STEALING* IT, WHY NOT *ENJOY* IT?

I *HAVE* ENJOYED IT. THIS PLACE IS THE FIRST TRULY *GREAT* THING I'VE EVER DONE WITH MY LIFE!

THE PROBLEM IS, HAVEN HOUSE WORKED TOO WELL--THE MORE *GOOD* I DID HERE, THE MORE KIDS I'D LET *DOWN* IF I RAN AWAY.

SO YOU'RE KINDA *STUCK* HERE WHILE THE U-FOES AND CROSSFIRE'S CREW ARE HELL-BENT ON FINDING YOU.

HOW EXACTLY DO YOU RIP OFF GUYS LIKE THAT AND WHY TAKE THE *RISK?*

LONG STORY...

"...TO MOST PEOPLE, *THE VAULT* WAS THE LAST PLACE ON EARTH THEY'D EVER WANT TO BE.

"BUT AFTER FIFTEEN YEARS AS A FEDERAL CORRECTIONS OFFICER, I'D FINALLY REACHED MY *DREAM* JOB.

"I'D ALWAYS BEEN FASCINATED BY THE DARKER SIDE OF HUMAN NATURE. AND HERE THE VERY WORST APPLES WERE ALL GATHERED IN ONE PLACE.

PRISONER V22503
CROSS, WILLIAM
ALIAS: "CROSSFIRE"

V22503

"I HAD ACCESS TO THEIR PSYCH FILES. I COULD WATCH THEM TWENTY-FOUR/SEVEN. IT WAS MY BEST CHANCE TO FIGURE OUT WHAT MADE THESE MONSTERS TICK.

VECTOR

"AS IT TURNED OUT, THEY BEHAVED PRETTY MUCH LIKE THE INMATES IN ANY OTHER PRISON I'D EVER WORKED.

"THEY FOUGHT AMONGST THEMSELVES, MAINTAINED A PECKING ORDER, AND FORMED *GANGS* WITH THOSE MOST LIKE THEMSELVES.

"IN NORMAL JAILS, IT WAS THE MILITANT MUSLIMS AGAINST THE WHITE SUPREMACISTS, THE MEXICAN DRUG LORDS AGAINST THE ASIAN DRUG LORDS, AND SO ON.

"HERE, IT WAS THE *MUTANTS* AGAINST THE *SCIENCE VILLAINS*, THE MOBSTERS AGAINST THE CRAZIES, AND *EVERYONE* AGAINST THE VIGILANTES.

YARD 1
CAMERA 4

"OFTEN, THE COMMON THREAD HOLDING A CLIQUE TOGETHER WAS THEIR MODUS OPERANDI. CASE IN POINT: *CROSSFIRE* AND HIS LITTLE GANG OF *MIND-CONTROLLERS.*"

"YOU MIGHT *RECALL* HIM, SPIDER-MAN. HIS FILE SAID HE'D HAD A *RUN-IN* WITH YOU ONCE.

"FORMER C.I.A. TURNED MERCENARY. CROSSFIRE USED A *SONIC BRAIN-WASHING* TECHNOLOGY IN AN ATTEMPT TO GET THE WORLD'S SUPERHUMANS TO WIPE EACH OTHER OUT.

"THE GUY WAS *OBSESSED* WITH CONTROL AND MANIPULATION. HE SAW PEOPLE AS CHESS PIECES AND FOLKS LIKE *YOU* WERE JUST A THREAT TO HIS FUN AND GAMES.

"HE PEELED *THE MANDRILL* AWAY FROM A MUTANT GANG. MANDRILL'S ABILITY TO ENSLAVE ANY WOMAN WITH HIS *SCENT* WAS JUST THE SORT OF THING THAT FASCINATED CROSSFIRE."

AND ONE!

"THE *SCIENCE* VILLAINS CAME IN DIFFERENT VARIETIES--MASTERMINDS, INVENTORS, CYBORGS, VICTIMS OF FREAK ACCIDENTS. THE CORRUPTOR AND THE CONTROLLER WERE FROM THE *LATTER* GROUP.

"WITH A TOUCH OF HIS SKIN, *THE CORRUPTOR* COULD MAKE YOU COMMIT THE SICKEST ACTS IMAGINABLE.

"*THE CONTROLLER* USED LITTLE MIND-ZAPPING *DISCS* TO PUT PEOPLE UNDER HIS MENTAL COMMAND.

"*MISTER FEAR* DIDN'T QUITE FIT IN WITH ANY GROUP. HE'D INHERITED HIS FEAR GAS PISTOL AND COSTUME FROM A *PREVIOUS* MISTER FEAR, AND EVERYONE KNEW HE WAS A POSEUR.

"CROSSFIRE TOOK HIM IN ANYWAY. I GUESS HE WANTED TO STUDY THE FEAR GAS. MORE TO THE POINT, HE MIGHT NEED A *PAWN* TO SACRIFICE SOME DAY."

"DESPITE THE FACT THAT HE DIDN'T HAVE ANY SPECIAL POWERS, I STILL CONSIDERED CROSSFIRE TO BE THE VAULT'S MOST *DANGEROUS* INMATE.

YARD 1
CAMERA 4

"WE STOPPED ASSIGNING HIM CELLMATES AFTER HE TALKED TWO IN A ROW INTO *HANGING* THEMSELVES.

"EVERY INMATE HAD TO WORK A PRISON JOB. WE'VE FOUND THEY'RE MORE DANGEROUS IF THEY HAVE NOTHING TO DO ALL DAY.

"CROSSFIRE WAS ASSIGNED TO THE *KITCHEN.* FIRST THING HE DID WAS TO POP AN INDUSTRIAL-SIZED ROLL OF *PLASTIC WRAP* INTO THE OVEN WHEN NO ONE WAS LOOKING."

PLASTIC WRAP?

THE ROLL MELTS AND FUSES INTO A SINGLE LUMP OF PLASTIC WITH HUNDREDS OF *MICRO-LAYERS*, LIKE THE METAL IN THE BLADE OF A SAMURAI SWORD...

"YOU LET IT COOL AND *HARDEN*, THEN THROW IT ON THE FLOOR, AND IT BREAKS APART INTO *SHARDS* AS SHARP AS RAZORS.

"PRISON IS A *MOTHER* OF INVENTION."

"ONE OF CROSSFIRE'S DEAD CELLMATES WAS FRIENDLY WITH THE *ARMADILLO*. CROSSFIRE KNEW THERE WOULD BE A RECKONING.

"EVEN WITH AN *INHIBITOR COLLAR* KEEPING HIS STRENGTH IN CHECK, THAT MONSTER STILL WEIGHED HALF A TON.

"SHARP AS IT WAS, THE PLASTIC *SHIV* WASN'T GOING TO PENETRATE HIS ARMORED HIDE...

"...BUT CROSSFIRE KNEW THAT THE COLLARS WERE SET TO *INCAPACITATE* ANY INMATE WHO TRIED TO *TAMPER* WITH THEM.

"AFTER THAT, *NO ONE* CHALLENGED CROSSFIRE ANYMORE. AT LEAST, NOT UNTIL THE *U-FOES* DID."

THAT KNIFE-IN-THE-COLLAR *TACTIC* PRETTY MUCH SUMMED HIM UP--HE WAS A GENIUS AT MAKING ADVERSE CIRCUMSTANCES WORK *FOR* HIM.

AND THIS IS THE GUY YOU SOME-HOW TURNED INTO A LIFELONG *ENEMY?*

NOT "SOMEHOW," SPIDER-MAN. IT TOOK A LOT OF *PLANNING*...

Y'KNOW, I'M STARTING TO THINK YOUR *BOSS* ISN'T THE WHIZ-KID VECTOR MADE HIM OUT TO BE.

IS IT *LUNCHTIME* YET, IRONCLAD?

SHUT UP, X-RAY.

YES!! I *FOUND* HER!

SEE HOW THE INTERNET START-UPS SHE DIVERTED YOUR FUNDS TO ALL HAD SOMETHING TO DO WITH ENVIRONMENTAL AWARENESS, OR GLOBAL DEBT RELIEF, OR SOME SORT OF *SOCIAL ISSUES?*

AT FIRST I THOUGHT SHE WAS JUST BEING CYNICAL--A BIT OF *IRONY,* SINCE ALL SHE WAS DOING WAS LINING HER POCKETS WITH *YOUR* MONEY.

BUT THOSE WEB COMPANIES *WEREN'T* SOME PRIVATE JOKE. THEY WERE A CLUE TO WHAT SHE INTENDED TO *DO* WITH YOUR MONEY: NAMELY, PLAY *ROBIN HOOD.*

HOW CAN YOU BE SO SURE?

I ONCE WROTE A PROGRAM THAT GUESSED PASSWORDS BASED ON A PERSON'S *INTERESTS, EXPERIENCES* AND *VALUES.*

IT HAD AN *EIGHTY PERCENT* SUCCESS RATE.

ROZALYN BACKUS'S *MOM* WAS A HEROIN ADDICT IN A BROOKLYN HOUSING PROJECT, WHO WENT TO JAIL WHEN THE GIRL WAS JUST EIGHT.

ROZALYN'S FOSTER PARENTS TOOK HER TO VISIT HER REAL MOM EVERY WEEK, WHICH I THINK IS WHAT LED TO HER *CAREER* IN THE CORRECTIONS SYSTEM.

I THINK HER WHOLE LIFE SHE'S BEEN TRYING TO "SAVE HER MOMMY," IF YOU CATCH MY DRIFT.

SO I SEARCHED FOR MAJOR FEMALE PHILANTHROPISTS OF ROUGHLY HER AGE IN THE TRI-STATE AREA WHO FUNDED DRUG COUNSELING, PRISONER REHABILITATION, SINGLE-PARENT FAMILIES--WHATEVER FIT HER PROFILE.

AND I'LL BET THE FARM THAT THIS HERE IS HER CURRENT *HOME ADDRESS.*

YOU'RE *SURE* THIS IS HER?

LOOK AT THAT NAME. ANGELA MARCY. "ANGEL OF MERCY"...?

I THINK THE WOMAN *WANTS* TO GET CAUGHT.

AS FOR HOW YOU EXPECT HER TO MAKE YOU *HUMAN* AGAIN...

LEAVE THAT TO *ME.*

THESE STAIRS LEAD DOWN TO THE REAR EXIT.

THIS *WILL* BE THE LAST TIME WE SEE EACH OTHER, RIGHT, SIMON?

UNLESS THIS *LEAD* YOU CAME UP WITH TURNS OUT TO BE *WRONG.*

EVERYBODY SIT TIGHT FOR AN HOUR, THEN WE'LL INFORM THE SECURITY FIRM THAT WE'VE HAD A... TRAGEDY HERE TODAY.

AND I HOPE YOU'LL REMEMBER THAT I JUST *SAVED* YOUR LIVES WHEN THE DETECTIVES ARRIVE.

ACTUALLY, PAL, YOU'RE NOT QUITE OUT OF THE WOODS *YET.*

THE NAME'S *CROSSFIRE.* I WAS LISTENING IN TO YOUR MEETING WITH VECTOR.

THEY SAID ON THE NEWS THAT YOU'RE HUNTING THE *U-FOES--!* THEY JUST WENT DOWN THE FIRE STAIRS...

...ON A WILD-GOOSE CHASE. I KNOW. I DIDN'T COME HERE TO FIGHT THEM. I CAME HERE TO FIND OUT WHAT YOU KNOW.

M-ME...?

NICE WORK TRACKING DOWN ROZ. ONLY YOU STOPPED JUST *SHORT* OF YOUR GOAL.

SEE, ME AND ROZ GO BACK A *LONG* WAY. I KNOW HOW SHE *OPERATES.*

SHE LIKES TO HIDE BEHIND A *MASK,* KEEP YOU AT ARM'S LENGTH. THAT ADDRESS YOU GAVE THE U-FOES IS JUST PART OF HER *SHELL GAME.* WE'RE GOING TO FIND HER *REAL* HOME.

LET'S TAKE A *CLOSER* LOOK AT "ANGELA MARCY" WHILE MY ASSOCIATES *AMUSE* THEMSELVES IN THE LOBBY.

HELLO, MISS. EVER WONDER HOW MUCH FUN IT WOULD BE TO JUMP DOWN AN *ELEVATOR SHAFT?*

TO BE CONTINUED...

MARVEL

LIMITED SERIES

4 OF 5

BEDARD

GARCIA

FERNANDEZ

SPIDER-MAN®

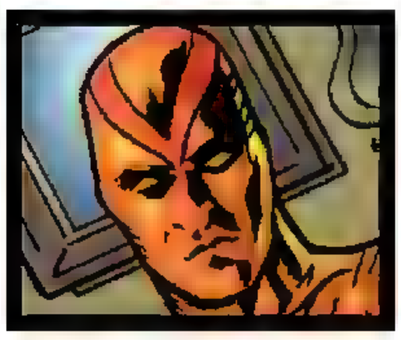
BREAKOUT

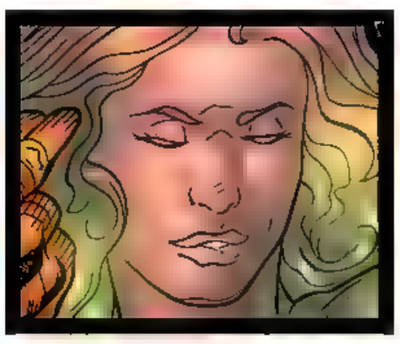
FROM THE PAGES OF THE NEW AVENGERS®

SPIDER-MAN
BREAKOUT

THE U-FOES

In a misguided attempt to gain superpowers, four individuals tried to mimic the same space flight that imbued the Fantastic Four with their amazing gifts. And the journey through cosmic radiation was successful – but not like the group expected. Now, the U-Foes find themselves desperate for the one thing they turned their back on: their humanity.


VECTOR


VAPOR

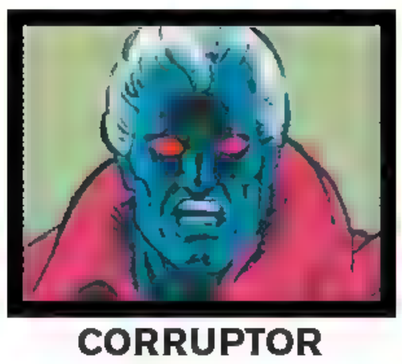
X-RAY

IRONCLAD

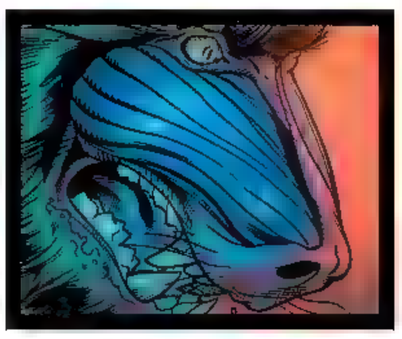
CROSSFIRE'S CREW

Joined by one common link – some form of mind-control powers – Crossfire assembled his crew of convicts in the bloodstained halls of the super-villain prison known as The Vault.

CONTROLLER


CORRUPTOR

CROSSFIRE


MANDRILL

MISTER FEAR

PREVIOUSLY

When a massive jailbreak occurs at the New York City super-prison known as The Raft, Spider-Man joins a group of powerful heroes to quell the violent uprising. Despite their best efforts, dozens of the world's worst villains slip away.

Now, two gangs of escapees are viciously fighting out their age-old vendetta on the streets of Manhattan.

One gang–the U-Foes–is comprised of the mighty Ironclad, the radioactive X-Ray, the venomous Vapor and their leader, the telekinetic Vector.

The other group–run by deadly ex-C.I.A. operative Crossfire–all share one thing in common: mind-control powers. Crossfire's Crew includes the massive Controller, the blue-skinned Corruptor, and the bestial Mandrill.

Both of these rival groups hunt a mysterious prison official named Roz Backus, who apparently betrayed them years ago at The Raft's predecessor facility, The Vault. As they stalk her, they also hunt each other, heedless of the havoc they wreak.

Desperate to head them off and end their violent conflict, Spider-Man seeks help from his underworld contacts, leading him to Roz, who now works as the superintendent at Haven House, a tenement for wayward single mothers. But the question remains: what did this woman once do to these villains that earned her their undying hatred and brought such strife upon the City?

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TRUEMARK INVESTMENTS
MIDTOWN MANHATTAN

YOU MISSED YOUR *TRUE CALLING*, MISTER WHITEHEAD.

OH, THE FINANCIAL INDUSTRY HAS ITS SHARE OF INTRIGUE, BUT YOU WOULD HAVE BEEN *TREASURED* AT THE C.I.A.

FINDING ROZ BACKUS WAS NO EASY FEAT. EVEN SOMEONE WITH MY CONSIDERABLE COUNTER-INTELLIGENCE TRAINING COULDN'T TRACK DOWN HER NEW "ANGELA MARCY" ALIAS.

BUT I CAN GUARANTEE YOU ROZ *DOESN'T* LIVE AT THE HOME OF HER NEW IDENTITY. YOU'VE SENT THE *U-FOES* ON A FOOL'S ERRAND.

WHAT MAKES YOU SO SURE?

BECAUSE *I* KEPT A FAKE RESIDENCE WHEN ROZ AND I FIRST MET--MAKES IT EASIER TO *CUT AND RUN*...

...AND EVERYTHING SHE KNOWS ABOUT DOUBLE-DEALING, SHE LEARNED FROM ME.

OKAY... HERE'S SOMETHING... ANGELA MARCY IS LISTED ON THE BOARD OF A *PRIVATE CHARITY*... SOMETHING CALLED "HAVEN HOUSE"...

...AND... HANG ON JUST A SEC...

BINGO. THE PLACE WAS PURCHASED ONE DAY AFTER SHE *LIQUIDATED* THE FUNDS SHE STOLE FROM *VECTOR.*

FOUR-HUNDRED-UNIT BUILDING... FORMERLY PUBLIC HOUSING...

THEY TAKE IN SINGLE MOMS WHO ARE HOMELESS, HOOKED ON DRUGS, WORKING THE STREETS, ET CETERA. TRY TO TURN THEIR LIVES AROUND.

FITS THE PROFILE--*ROZ'S* MOM WAS A JUNKIE.

PRINT ME THE *ADDRESS.*

I'VE *COOPERATED* WITH YOU, CROSSFIRE. HOW ABOUT LETTING US *LIVE?*

OH, *I* WON'T HURT A SOUL IN THIS OFFICE.

THANK GOD.

YOU, ON THE OTHER HAND, ARE ABOUT TO GO ON A BLOODCURDLING *KILLING SPREE.*

EVERYONE JUST TAKE IT EASY...

COURTLAND WHITEHEAD, MEET JACKSON DAY--ALIAS *THE CORRUPTOR.*

DON'T *STARE,* PAL. I WASN'T *BORN* THIS WAY, YOU KNOW.

HE HAD AN *ACCIDENT* AT A PHARMACEUTICAL PLANT. NOW HIS SKIN SECRETES THE MOST *INTERESTING* STUFF.

YOU KNOW HOW, DEEP DOWN, EVERYONE HAS A *DARK SIDE* THEY TRY TO HIDE?

WELL, ONE TOUCH FROM ME, AND THAT *PANDORA'S BOX* IN YOUR SOUL OPENS RIGHT UP...

EEEYAAAHHH!

HAVEN HOUSE
BROOKLYN

BU

BUS

NOW THAT YOU KNOW HOW I *FUNDED* THIS PLACE, WHAT ARE YOU GOING TO *DO* ABOUT IT?

I MEAN, YOU'RE ONE OF THOSE SELF-APPOINTED *CRIME-FIGHTERS*, RIGHT?

SO EVEN IF THOSE *CONVICTS* NEVER TRACK ME DOWN HERE, WILL YOU FEEL *DUTY-BOUND* TO TURN ME IN, ANYWAY?

BECAUSE THERE ARE *FAMILIES* WHO DEPEND ON THIS PLACE. AND I'D HATE FOR SOMEONE'S OVERDEVELOPED SENSE OF *JUSTICE* TO PUT THEM OUT ON THE STREET.

I'M NOT THE PROBLEM HERE, ROZ. *YOU'RE* THE ONE WHO MADE MORTAL ENEMIES OUT OF CROSSFIRE AND THE U-FOES.

IT'S BAD ENOUGH YOU DIDN'T TURN *YOURSELF* IN THE MINUTE THEY BROKE OUT--

BAEEEP-BAEEEP
BAEEEP-BAEEEP
BAEEEP-BAEEEP

UM, YOUR *TIGHTS* ARE RINGING.

HH HANG ON...

HELLO, AH... *SPIDER-MAN* HERE.

NOT MUCH. Y'KNOW, JUST LOOKING FOR THOSE *ESCAPEES*...

YEAH, YEAH, EVERYTHING'S *FINE*. ANYTHING NEW ON *YOUR* END...?

WELL, SURE... OKAY. YEAH, I'LL KEEP IN TOUCH. BYE.

WAS *MISSUS* SPIDER-MAN CHECKING UP ON YOU, OR SOMETHING?

NO...

NO, ACTUALLY THAT WAS *CAPTAIN AMERICA*.

I'M SORT OF RUNNING WITH *THE AVENGERS* THESE DAYS...

BUT...YOU SAID A *CRIME LORD* HELPED YOU TRACK ME DOWN. DON'T THE AVENGERS *FROWN* UPON THAT SORT OF THING?

MAYBE THAT'S WHY I DIDN'T TELL HIM WHAT I'M *REALLY* UP TO.

LOOK, IT'S NOT LIKE THEY *SIGN OFF* ON EVERYTHING I DO. I STILL OPERATE *SOLO*...I JUST HAVE FRIENDS TO CALL ON NOW IF I *NEED* THEM.

WELL, THANKS FOR NOT TELLING ON ME. I'D RATHER YOU JUST *CAUGHT* THE BAD GUYS AND LET ME *CARRY ON* HERE, IF IT'S ALL THE SAME TO YOU.

OH, *SUURE*. HOW 'BOUT SOME *FRIES* WITH THAT, TOO?

WHAT MAKES YOU THINK I'LL JUMP THROUGH HOOPS FOR YOU WHEN FOR ALL I KNOW YOU STARTED THEIR WHOLE PRISON GANG WAR?

I HAD *GOOD REASON* FOR WHAT I DID, SPIDER-MAN. JUST HEAR ME OUT.

SEE, CROSSFIRE AND I HAD MET *BEFORE*.

OF COURSE, BACK THEN NO ONE CALLED HIM "CROSSFIRE." HE WAS JUST A C.I.A. INTERROGATION EXPERT NAMED *WILLIAM CROSS*.

I WORKED FOR THE FEDERAL PRISON BUREAU, PROVIDING VOLUNTEER *TEST SUBJECTS* FOR AGENT CROSS'S TOP-SECRET EXPERIMENT.

I HOPED HIS NEW TECHNOLOGY MIGHT TURN CAREER CRIMINALS INTO MODEL CITIZENS...

...AND THAT THIS ASSIGNMENT WOULD CHANGE THE COURSE OF MY CAREER.

NEVER FORGET

SPIDER-MAN: BREAKOUT
PART 4 OF 5

"UNFORTUNATELY, IT *DID*."

PULL HER ANY CLOSER, CROSS, AND SHE'LL SUE FOR HARASSMENT!

YOU'RE JUST JEALOUS, McCAFFREY. NOW TAKE THE FREAKIN' PICTURE...

ALL RIGHT, CROSS, TRY TO REMEMBER WHO'S *BOSS* HERE.

THAT WOULD BE WHOEVER'S BUYING THE *DRINKS*, RIGHT?

"AFTER MY FIRST WEEK ON LOAN TO C.I.A. HEADQUARTERS, WILLIAM INVITED ME TO THEIR FAVORITE PUB. I WAS OFFICIALLY ONE OF THE *GANG*..."

SO WHAT'S IT LIKE WORKING IN PRISON, ROZ? GOT ANY FUNNY *DEATH ROW* STORIES?

DEATH ROW'S NOT A VERY FUNNY PLACE, WILLIAM.

OH, *REALLY?*

SEE, I HEARD OF A GUY GETTING STRAPPED TO THE *CHAIR*, AND THE CHAPLAIN ASKS IF HE HAS ANY *LAST REQUESTS*.

HE SAYS, "YEAH, PADRE, WILL YOU HOLD MY *HAND*?"

AW, *YOU* SHOULD GET THE CHAIR FOR THAT ONE--!

"AS THE NIGHT ROLLED ON, WILLIAM WAS MASTER OF CEREMONIES, CAJOLING A JOKE OR COMMENT OUT OF EVERYONE."

OKAY, OKAY... I KNEW AN INMATE WHO GOT *EIGHTY YEARS*, BUT HE JUST KNEW HE'D *NEVER* SERVE THE WHOLE STRETCH.

I ASKED WHY, AND HE SAID, "AT HOME, MY WIFE *NEVER* LETS ME FINISH A SENTENCE!"

"BY CLOSING TIME, I THOUGHT CROSS WAS THE SWEETEST, FUNNIEST, MOST ENGAGING GUY I'D EVER MET."

G'NIGHT!

SEE YA TOMORROW.

THINK ANYONE *ELSE* NOTICED YOU DIDN'T BUY A ROUND ALL NIGHT?

=HEH= THEY NEVER *DO*. IT'S A LITTLE GAME OF MISDIRECTION I LIKE TO PLAY.

IS WALKING ME TO MY CAR A LITTLE GAME, TOO?

"THE NEXT DAY, WE WERE BACK IN THE LAB. SAME EQUIPMENT, SAME PROJECT...BUT EVERYTHING HAD CHANGED."

AGENT CROSS, CAPTAIN BACKUS...

...YOU'RE CLEARED TO ENTER.

HOW OBVIOUS IS IT I'M WEARING THE SAME SHIRT AS YESTERDAY?

YOU'RE THE SPY, WILLIAM. JUST BE SNEAKY.

FINALLY! WE WERE GONNA START WITHOUT YOU!

TRY IT, AND ROZ HERE WOULD HAVE TO *ARREST* YOU.

SORRY, FOLKS.

"THE *INTERROGATION TECHNOLOGIES* UNIT WAS INVESTIGATING HOW CERTAIN SOUND WAVES COULD RENDER A PERSON ULTRA-SUSCEPTIBLE TO *SUGGESTION.*

"*SONIC BRAINWASHING.*"

INMATE SIKES, ANY SECOND THOUGHTS ABOUT VOLUNTEERING FOR THIS PROCEDURE?

Y'ALL ARE SHAVIN' *TEN YEARS* OFF MY SENTENCE, CAPTAIN BACKUS. *ZAP* ME ALL YOU WANT!

HE'S EXCITED BY THE *SIGHT* OF YOU, BUT HE'S TRYING TO HIDE IT. THE *VIOLENCE CENTERS* IN HIS FRONTAL CORTEX ARE LIGHTING UP.

WHAT'S THIS GUY *IN* FOR?

SERIAL RAPIST.

OKAY, SIKES. BRACE YOURSELF...

PING
PING
PING
PING
PING
PING
INMATE SIKES, TELL US WHAT YOU *REALLY* THINK OF CAPTAIN BACKUS.
THEN *CHANGE* YOUR MIND COMPLETELY.
AND, UH, *PUNISH* YOURSELF WHILE YOU'RE AT IT.
PRETTY, PRETTY, PRETTY... TEACH HER A *LESSON*...
...
...NO...NO, *I'M* THE ONE WHO NEEDS TO LEARN...
WHACK
WHACK
WHACK
IS THIS *FOR REAL?*
YOU COULD LET HIM BABY-SIT YOUR *DAUGHTER* NOW. Y'KNOW, IF YOU *HAD* ONE.
IF WE CAN MAKE THE EFFECT LAST, THIS COULD *CURE* EVERY-ONE FROM KLEPTO-MANIACS TO SERIAL KILLERS...!
"I KNEW MCCAFFREY DIDN'T LIKE WHAT WAS HAPPENING BETWEEN WILLIAM AND ME, BUT I DIDN'T CARE. IT WOULDN'T BE THE FIRST OFFICE ROMANCE THE AGENCY HAD EVER SEEN."

"THE NEXT THREE MONTHS BROUGHT MORE *PROGRESS*--BOTH WITH THE BEHAVIOR MODIFICATION PROCESS AND WITH MY LOVE LIFE.

LANGLEY MOTEL & SUITES

WEEKLY RATES

"ALL OF WHICH WAS FINE BY ME. I WAS SURE I *KNEW* WHAT KIND OF MAN WILLIAM CROSS WAS.

"THE KIND I COULD SAY 'YES' TO AFTER ONLY THREE MONTHS.

"WE DIDN'T EVEN *TELL* ANYONE. WE WERE JUST GOING TO RUN OFF TO VEGAS THAT WEEKEND AND TIE THE KNOT.

"MY *BAGS* WERE PACKED, THE FLIGHT WAS BOOKED, AND I WAS WAITING FOR MY MAN TO SHOW UP AND WHISK ME *AWAY*..."

KRASH

CAPTAIN BACKUS, *DO NOT MOVE!* WE ARE AUTHORIZED TO *SHOOT* YOU IF YOU RESIST!

LOOKS LIKE SHE'S ABOUT TO PULL A *RUNNER.*

YOU ARE *UNDER ARREST.*

⇢WHEEZE⇠... WHAT *FOR...?*

THE *THEFT* OF GOVERNMENT PROPERTY AND THE *MURDER* OF SPECIAL AGENT WILLIAM CROSS!

"MY FIANCÉ HAD *DISAPPEARED*... ALONG WITH ALL THE SONIC BRAINWASHING EQUIPMENT WE'D BEEN TESTING.

"MY SECURITY CODE HAD BEEN USED TO ACCESS THE LAB, AND WILLIAM'S *BLOOD* WAS FOUND AT HIS HOUSE, ALONG WITH SHELL CASINGS FROM MY SIDEARM.

"*MCCAFFREY* SENT THE TACTICAL TEAM TO BRING ME IN. THEY'D FOUND WILLIAM'S BLOODSTAINS IN THE TRUNK OF MY CAR, TOO.

"I SPENT *EIGHT MONTHS* UNDER SECRET INTERROGATION. IF YOU THINK THOSE PEOPLE ARE ABOVE USING TORTURE, THINK AGAIN.

"ONLY WHEN WILLIAM RESURFACED VERY MUCH ALIVE AND CALLING HIMSELF *CROSSFIRE* DID ANYONE BELIEVE I MIGHT'VE BEEN *FRAMED*."

THE AGENCY WANTED TO MAKE IT UP TO ME. ALL I ASKED WAS TO BE *REINSTATED* AT CORRECTIONS, WITH MY RECORD WIPED CLEAN.

BY THE TIME THEY CAUGHT CROSSFIRE, HE'D MINIATURIZED THE SONIC MODULE AND IMPLANTED IT IN HIS HEAD. HE GOT A *LIFE SENTENCE* AT THE VAULT.

AND THAT WASN'T ENOUGH FOR YOU?

NOT EVEN *CLOSE!*

MAMI, IS THERE NO SCHOOL TODAY?

BUS

THERE IS, SOPHIE. THE BUS DRIVER'S JUST LATE IS ALL.

AN' IF HE GETS ME FIRED, I'M GETTIN' *HIM* FIRED, TOO!

I'M SAYIN'! WE HERE MUCH LONGER, AN' MY BOSS'LL HIRE MY REPLACEMENT 'FORE I EVEN GET TO WORK!

HERE HE COMES!

HOW YOU BEEN, JULIE?

NOT BAD. COURT GAVE ME CUSTODY WHEN THEY HEARD I GOT A SPACE HERE.

HEY, MOM? THERE'S SOMEBODY DIFFERENT DRIVING TODAY...

ALL ABOARD!

PING

GET IN. NOW.

THIS IS CROSSFIRE. BUS STOP'S SECURED. REPORT.

MANDRILL HERE. I'VE GOT ALL THE WOMEN I COULD FIND PACKED INTO THE LAUNDRY ROOM.

LONG AS I'M WHERE THEY CAN *SMELL* ME, THEY'RE NOT GOING ANYWHERE.

CONTROLLER. I HAVE AN ELECTRIC COMPANY CREW SETTING UP A PERIMETER AROUND THE BUILDING.

HEY, CORRUPTOR! WHAT'S *TAKING* YOU SO LONG BACK AT THE *OFFICE?*

NEVER RUSH AN *ARTIST*, CONTROLLER. I'LL BE DONE IN A MINUTE.

YOU'RE NOT THERE TO GET YOUR JOLLIES! YOU'RE THERE TO--

I KNOW, *I KNOW.* IF THE U-FOES COME BACK, THERE *WON'T* BE ANY SURVIVORS TO TELL THEM WHERE WE WENT. OVER AND OUT.

OKAY, COURTLAND, THE *NEXT* ONE GETS IT RIGHT BETWEEN THE EYES.

BLAM!

...ME NEXT...

...PLEASE...

YOUR TURN IS COMING SOON ENOUGH, WHIZ KID. NOW STOP *RESISTING*-- IT SPOILS THE MOMENT...

BOOM

COURTLAND, YOU *LIED!* ROZ DOESN'T LIVE AT THAT PARK AVENUE ADDRESS YOU GAVE US. *NOBODY* DOES!

WHAT ON EARTH IS THE *CORRUPTOR* DOING HERE...?

SHOOT HIM!

OH, PLEASE... IF I CAN *REPEL* A RUNAWAY TRUCK, WHAT GOOD ARE *BULLETS* AGAINST ME?

BLAM!

BLAM!

VAPOR! X-RAY! DON'T KILL HIM. HE COULD LEAD US TO THE *OTHERS.*

IF YOU *INSIST,* VECTOR.

-HAKK-

COURTLAND, WHAT *HAPPENED?*

...I MADE...A MISTAKE...

...THE ADDRESS I GAVE YOU...JUST A *DECOY...*

...*CROSSFIRE* CAME...FOUND *REAL* ADDRESS... BROOKLYN...

...HE *KNEW* HER, SIMON...

"...HE *KNEW* YOUR MYSTERY-WOMAN!"

NO ONE QUESTIONED IT WHEN I INTERVIEWED AT *THE VAULT*. IT SEEMED LIKE A LOGICAL STEP UP IN MY CAREER.

YEARS HAD PASSED SINCE CROSSFIRE FRAMED ME, AND NOTHING WAS LEFT IN MY OFFICIAL RECORD TO TIP THEM OFF AS TO MY *TRUE* INTENTIONS.

ONCE I GOT THE JOB, I PULLED CROSSFIRE'S *FILE* TO FIND OUT WHAT HE'D BEEN UP TO.

AT THE TIME HE WAS CAUGHT, HE WAS SCHEMING TO BRAINWASH ALL COSTUMED VIGILANTES INTO *KILLING* EACH OTHER OFF.

SOME OF US WOULDN'T TAKE MUCH CONVINCING...

"THE ARRESTING OFFICER'S REPORT SAID ALL THEY FOUND IN CROSSFIRE'S HIDEOUT WAS THE ORIGINAL EQUIPMENT HE STOLE FROM C.I.A. HEADQUARTERS. SOMETHING ABOUT THAT DIDN'T LOOK RIGHT TO ME.

"I KNEW HE'D GONE *BEYOND* THAT TECHNOLOGY. WHAT IF IT WAS JUST MORE OF HIS *MISDIRECTION?* WHAT IF HE HAD *BETTER* HARDWARE SQUIRRELED AWAY SOMEWHERE?

"I WAS GOING TO *FIND OUT.*

"I WATCHED HIM DAY AND NIGHT, TRYING TO CHAT WITH MY *GUARDSMEN,* SUBTLY PROBING FOR ONE WHO MIGHT ACCEPT A *BRIBE.*

"I ALSO NOTICED HOW CHUMMY HE WAS WITH *VECTOR* OF THE U-FOES, AND THAT'S WHEN I SAW MY *OPENING...*"

"CROSSFIRE DIDN'T KNOW I WORKED AT THE VAULT. WE DIDN'T TELL INMATES THE NAMES OF PRISON STAFF. IT HAD BEEN STANDARD POLICY SINCE MY PREDECESSOR WAS MURDERED.

"AND AS A PROGRAM ADMINISTRATOR, I HAD ROUND-THE-CLOCK ACCESS TO THE VAULT AND TO THE GUARDSMAN ARMOR.

3:37 A.M.

"SO, IN THE DEAD OF NIGHT, I TOLD VECTOR THAT I SUSPECTED HE AND CROSSFIRE WERE UP TO SOMETHING... AND FOR THE RIGHT PRICE I'D *HELP*.

"NATURALLY, HE DIDN'T TRUST ME AND WOULDN'T EVEN ADMIT TO *KNOWING* CROSSFIRE."

BUT THEIR OPTIONS WERE PRETTY LIMITED. THEY HAD TO AT LEAST *TEST* ME AND SEE IF MY OFFER WAS LEGIT.

I BROKE A FEW RULES TO *PROVE* MY SINCERITY--SNUCK IN CONTRABAND, HELPED THEM COMMUNICATE WITH ALLIES ON THE OUTSIDE, AND ACCEPTED ENOUGH SMALL *PAYOFFS* THAT THEY FINALLY BELIEVED THEY HAD ME OVER A BARREL IF I TRIED TO DOUBLE-CROSS THEM.

AND THE GREAT SUPER-SPY CROSSFIRE NEVER SAW THROUGH YOUR CHARADE?

"I WOULD *ONLY* MEET WITH VECTOR, AND ONLY WITH THAT HELMET ON.

"WE HAD A *CODEWORD* TO LET HIM KNOW IT WAS ME. BUT, THEN, NO ONE ELSE WALKED ROUNDS AT THREE IN THE MORNING.

"SO I SET UP THEIR ESCAPE ACCORDING TO THEIR INSTRUCTIONS, LETTING THEM BELIEVE *THEY* WERE IN CONTROL AND I WAS THEIR *PUPPET*.

"CROSSFIRE ACTUALLY *LIKED* CONTROLLING A GUARDSMAN THROUGH VECTOR, LIKE IT WAS SOMEHOW EXTRA *CLEVER*."

ANYONE *RECOGNIZE* THIS WOMAN?

WHEN YOU GET DOWN TO IT, NO MATTER HOW CAREFUL THEY TRIED TO BE, THEY WERE STUCK IN *JAIL* AND THEY WERE *DESPERATE.*

VECTOR *HAD* TO GIVE ME ACCESS TO HIS OFFSHORE ACCOUNTS IN ORDER TO *BRIBE* ME. I WOULDN'T HELP WITHOUT A PAYOFF.

HE *HAD* TO HAVE FAITH THAT AFTER ALL THE RULES I BROKE FOR THEM, I WOULDN'T *BETRAY* THEM.

WHICH, OF COURSE, YOU *DID.*

AND THEN YOU MADE IT LOOK LIKE CROSSFIRE *SNITCHED* ON THE OTHERS, YOU FAKED YOUR OWN DEATH, AND MADE OFF WITH THE *LOOT.*

YEAH. THE *GUNS* I GOT FROM CROSSFIRE. I FORGED AN ORDER FROM HIM TO ONE OF HIS OUTSIDE CONTACTS, INSTRUCTING HIM TO SHOW ME HIS HIDDEN CACHE OF WEAPONS.

SEE, I MADE THEM ALL *THINK* THEY HAD CONTROL, BUT YOU NEVER *DO* IN JAIL.

AND THE MORE IT LOOKED LIKE I COULD ACTUALLY BE THEIR TICKET *OUT,* THE MORE THEY *RISKED* TRUSTING ME.

THEY MIGHT BE SO-CALLED *SUPER-VILLAINS,* BUT AT THE END OF THE DAY, THEY'RE ONLY *HUMAN.*

SO THERE YOU HAVE IT, SPIDER-MAN. I ROBBED THE SCUM OF THE EARTH TO HELP REBUILD SOME BROKEN LIVES.

NOW, ARE YOU THE MAN WHO'S FOUGHT TO KEEP THIS CITY SAFE, IN SPITE OF BEING BRANDED A *CRIMINAL?*

OR THE LATEST MEMBER OF NICK FURY'S *COPS-WITH-CAPES?*

CAN I KEEP UP THE GOOD WORK, OR IS *HAVEN HOUSE* GETTING SHUT DOWN?

THAT DEPENDS. SEE, THERE'S ONE LAST THING I'M NOT GETTING:

HOW DID CROSSFIRE FILE A *COMPLAINT* AGAINST YOU IF HE DIDN'T KNOW YOU WORKED THERE?

WAIT-- SOMETHING'S AT THE--

WHAT?!

BECAUSE SHE MAILED ME A COPY OF HER *OBITUARY* AFTER SHE FAKED HER OWN DEATH. WOULDN'T BE MUCH OF A *REVENGE* IF SHE DIDN'T SIGN IT!

YOU AGAIN!

HOW'D *YOU* FIND THIS PLACE?

NEVER MIND THAT, JUST GET HIM OUT OF MY WAY!

YOU SAID THEY WOULDN'T FIND ME!

I KNOW, I KNOW!

NOBODY MOVE!

PING

UHHH!

THAT'S BETTER.

HRRR...

-NFF-

CONTROLLER, YOU'RE FREE TO MOVE.

PING

-HH- THANKS.

ÞNN!Þ

WHAM!

NOT SO SPRY NOW, ARE YA? AND WHERE'S THAT SMART MOUTH OF YOURS?

TELL YA A SECRET, WEB-HEAD: WHEN I STICK ONE OF THESE LITTLE BEAUTIES ON SOMEONE, THEY DON'T JUST GIVE ME OBEDIENCE...

...YESSS...

...THEY GIVE ME THEIR STRENGTH.

BEEN A WHILE, ROZ. WE'VE GOT A LOT OF CATCHING UP TO DO...

ÞNFFFNNNÞ

MARVEL

LIMITED SERIES

5 OF 5

BEDARD

GARCIA

FERNANDEZ

SPIDER-MAN®

BREAKOUT

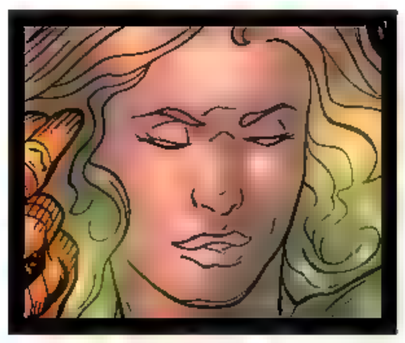
FROM THE PAGES OF THE NEW AVENGERS®

SPIDER-MAN
BREAKOUT

THE U-FOES

In a misguided attempt to gain superpowers, four individuals tried to mimic the same space flight that imbued the Fantastic Four with their amazing gifts. And the journey through cosmic radiation was successful – but not like the group expected. Now, the U-Foes find themselves desperate for the one thing they turned their back on: their humanity.

VECTOR


VAPOR

X-RAY

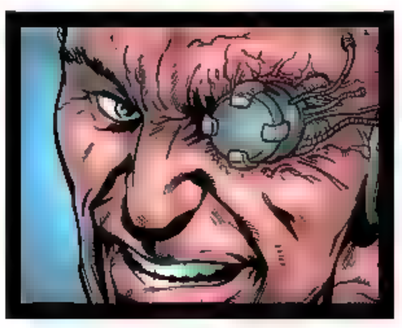
IRONCLAD

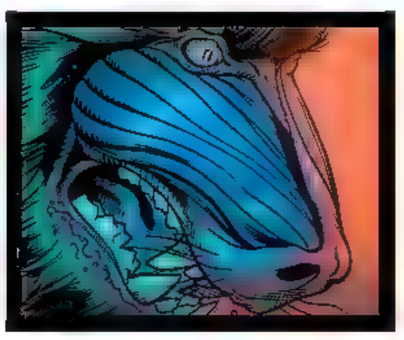
CROSSFIRE'S CREW

Joined by one common link – some form of mind-control powers – Crossfire assembled his crew of convicts in the bloodstained halls of the super-villain prison known as The Vault.

CONTROLLER

CORRUPTOR


CROSSFIRE


MANDRILL

MISTER FEAR

PREVIOUSLY

When a massive jailbreak occurs at the New York City super-prison known as The Raft, Spider-Man joins a group of powerful heroes to quell the violent uprising. But, despite their best efforts, dozens of the world's worst villains slip away.

Now, two rival gangs of escapees search Manhattan for a mysterious prison official named Roz Backus who apparently betrayed the gangs years ago.

One gang–the U-Foes–is comprised of the mighty Ironclad, the radioactive X-Ray, the venomous Vapor and their leader, the telekinetic Vector.

The other group–run by the master spy Crossfire–possesses a variety of mind-control powers. Crossfire's Crew includes the massive Controller, the blue-skinned Corruptor, the masked Mister Fear, and the bestial Mandrill.

Working on his own, Spider-Man tracks Roz down to Haven House, a massive apartment complex charity for poverty-stricken single mothers. Spider-Man learns that Roz isn't just living there; she owns the place.

He also learns that years before, when Crossfire worked for the C.I.A., Roz helped him conduct experiments in sonic mind-control technology. Crossfire romanced Roz and even proposed marriage, but it was all a sham. He faked his own murder and absconded with his experimental tech, framing Roz for the crime to cover his tracks. She was eventually cleared of charges and returned to her career as a corrections officer. When she found out that Crossfire was incarcerated in the supermax prison known as The Vault, Roz joined the Vault staff to get her revenge.

At the Vault, Roz abused her authority and obtained information that allowed her to steal money and technology from Crossfire and his allies, the U-Foes. She shrewdly turned them against each other before faking her own death, and made off with their possessions -- much as Crossfire had done to her years before.

Since then, Roz has used what she stole to improve the lives of others, but her crime has finally caught up to her. Both groups of escaped villains have found her, placing the families at Haven House in grave danger.

Now Spider-Man and Roz are at the mercy of Crossfire and the Controller, and Spider-Man has missed his chance to call in help from his teammates, the New Avengers...

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SPIDER-MAN: BREAKOUT
CONCLUSION

NUHHH...

DO IT, SPIDER-MAN. THERE'S NO POINT RESISTING.

I TELL YOU TO SQUEEZE THAT TRIGGER AND YOU GO *SPLAT* LIKE THE BUG YOU ARE!

NOT YET, CONTROLLER. LONG AS THE *DISC* ON HIS HEAD FEEDS HIS *STRENGTH* INTO YOU, I WANT TO KEEP HIM AS A TRUMP CARD.

WHY, CROSSFIRE? YOU EXPECTIN' TROUBLE?

...GUHH...

MAYBE. YOU STILL HAVE A "*GRIP*" ON ALL THOSE PEOPLE DOWNSTAIRS?

YEAH...

"...THE KIDS AND MOMMIES ARE STAYIN' PUT IN THE *LOBBY*...

"...AND THE *POWER CREW* ON OUR PERIMETER WON'T LET ANYONE IN.

TRESPASS

"ADD IN THE GALS *MANDRILL* HAS IN THE LAUNDRY ROOM, AND ALL RESIDENTS ARE ACCOUNTED FOR."

HAVEN HOUSE IS UNDER OUR THUMB. WE CAN TAKE OUR SWEET TIME HERE.

SO WHAT'S GOT YOU *WORRIED?*

THE CORRUPTOR ISN'T ANSWERING HIS COM-LINK. IF THE *U-FOES* WENT BACK TO THAT OFFICE AND *CAUGHT* HIM...

...THEN IT WOULDN'T TAKE 'EM LONG TO FIND *US*.

EXACTLY.

OKAY, ROZ, WE DON'T HAVE ALL DAY. IS WHAT I'M LOOKING FOR *HERE?*

...NHH...

PING

TELL ME.

NO.

IT'S NOT HERE.

DOES *SPIDER-MAN* KNOW WHAT I'M TALKING ABOUT? DID YOU GET *HIM* TO SAFEGUARD IT FOR YOU?

NO.

BREEEP-BREEEP

BREEEP-BREEEP

...IS THAT A CELL PHONE?

NUHHH...!

NOW WHO DO YOU SUPPOSE HAS SPIDER-MAN'S PRIVATE NUMBER?

BREEEP-BREEEP

BREEEP-BREEEP

NOT THE COPS-- THEY *HATE* THIS GUY.

THE CALLER I.D. IS BLOCKED.

I WANT TO KNOW. LET HIM *SPEAK.*

FINE. YOU'RE *FREE* TO TALK, WEBHEAD.

BREEEP-BREEEP

=KOFF= ...DON'T ANSWER THAT!

I WASN'T PLANNING TO. WHO IS IT?

...

TELL ME, OR THE CONTROLLER WILL MAKE THOSE MOMMIES IN THE LOBBY MURDER THEIR OWN KIDS. I'M NOT KIDDING.

BREEEP-BREEEP

IT'S...IT'S ROZ'S *DAD.* I HAD TO GIVE HIM MY NUMBER WHEN HE GAVE ME HER *ADDRESS.*

SO *THAT'S* HOW YOU FOUND HER. TOO BAD FOR *HIM.*

OBSERVE, ROZ. THERE IS *NO* CORNER OF YOUR LIFE I WON'T RIP TO *SHREDS* AFTER WHAT YOU DID TO ME.

KLIK

HELLO?

HELLO, MISTER BACKUS. YOUR DAUGHTER HAS ABOUT FIVE MINUTES TO LIVE.

WHAT? WHO IS THIS?

I JUST WANTED *HER* TO KNOW THAT *YOU* KNOW. BE SEEING YOU *SOON...*

Stark Tower
Manhattan

KLIK

SO WHAT DID SPIDER-MAN HAVE TO SAY?

I'M PRETTY SURE HE WAS SAYING "HELP."

GET A G.P.S. FIX ON HIS CELL PHONE.

ALREADY HAVE IT. HE'S IN BROOKLYN.

Haven House Brooklyn

Y'KNOW, I CAN NEVER *ADMIT* THIS TO MY FRIENDS, BUT...

LAUNDR ROOM

...SOMETIMES I JUST WANT TO BE *HELD*.

OH, THAT IS *SOOO* SWEET!

YOUR FRIENDS JUST DON'T *GET* YOU, MANDRILL.

÷SIGH÷ *MEN* NEVER DO.

BECAUSE YOUR *MUTANT PHEROMONES* ONLY WORK ON WOMEN...

...WELL, *FLESH-AND-BLOOD* WOMEN, ANYHOW.

VAPOR!

LAUNDRY ROOM

MANDRILL TO CROSSFIRE! THE *U-FOES* ARE HERE!!

CROSSFIRE--? *ANSWER ME!*

YOWRLL!

HE CAN'T HEAR YOU.

"*TECHNICAL DIFFICULTIES.*"

THE POWER COMPANY CREW WAS SUPPOSED TO *WARN* US...!

THEY HAD A LITTLE *CARBON MONOXIDE* PROBLEM, COURTESY OF *VAPOR.*

NOW TELL ME WHERE *CROSSFIRE* IS, OR IRONCLAD POUNDS YOU INTO MONKEY MEAT.

OKAY, ROZ, IF THE *CHAMBER* ISN'T HERE, WHERE DID YOU *HIDE* IT?

CHAMBER? WHAT CHAMBER? WHAT'RE YOU *TALKIN'* ABOUT?

NOT NOW, CONTROLLER.

NO, CROSSFIRE-- *NOW.*

HH OKAY. IT'S THE ONE *IRREPLACEABLE* THING THIS WOMAN STOLE FROM ME--WELL, FROM *VECTOR*, REALLY--BUT IT'S THE REASON WE'VE STUCK AROUND TOWN, SEARCHING FOR HER...

"...SEE, THE U-FOES GOT THEIR ABILITIES FROM AN *OVERDOSE* OF COSMIC RAYS, BUT THEIR POWER LEVELS WERE *WAY* BEYOND THEIR CONTROL.

"SO VECTOR THREW MILLIONS AT A TEAM OF GENIUSES TO CREATE A CHAMBER THAT COULD *FINE-TUNE* THEIR POWERS TO SOMETHING THEY COULD CONTROL...SOMETHING THEY COULD *LIVE* WITH.

"IN FACT, WITH A LONG ENOUGH EXPOSURE, THE CHAMBER COULD PERMANENTLY NULLIFY *ANY* SO-CALLED SUPER-POWERS.

"BUT YOU HAD TO WILLINGLY SIT THERE, PERFECTLY *STILL*, FOR AN HOUR OR MORE, SO VECTOR NEVER CONSIDERED USING IT ON UNWILLING VICTIMS."

"AROUND THAT TIME, MY TRAFFICKING, EXTORTION AND ASSASSINATION RACKET WAS TURNING A BIGGER PROFIT THAN A LOT OF SMALL COUNTRIES.

"I'D PAID OFF OR BLACKMAILED GOVERNMENT OFFICIALS AROUND THE WORLD. THE LONG ARM OF THE LAW COULDN'T TOUCH ME.

"BUT THEN PEOPLE *OUTSIDE* THE LAW GOT INTO THE GAME. *VIGILANTES* WITH STRANGE POWERS AND STUPID COSTUMES WERE SUDDENLY EVERYWHERE.

"WHEN THEY BROKE UP MY SYNDICATE AND NEARLY KILLED ME, I STARTED LOOKING FOR A *PERMANENT* SOLUTION TO THE WHOLE 'CRIME-FIGHTER' PHENOMENON.

"THE *ANSWER* CAME WHEN VECTOR HIRED ME TO DEAL WITH A GUY FROM HIS OLD COMPANY. I BRAINWASHED HIM INTO GIVING UP HIS SECURITY CODES, SELLING HIS STOCK AND EATING A BULLET.

"VECTOR AND I STAYED FRIENDS AFTER THAT CAPER.

"WHEN HE SHOWED ME THE CHAMBER, I REALIZED I COULD *BRAINWASH* MY ENEMIES TO SIT IN THAT CHAIR UNTIL THEY WERE NO LONGER A THREAT. I'D BE BACK *ON TOP* AGAIN.

"BUT WE WENT TO *JAIL* BEFORE I COULD *IMPLEMENT* MY PLAN, AND THE CHAMBER STAYED HIDDEN WITH OUR MONEY AND WEAPONS."

THE REST YOU ALREADY KNOW: THE U-FOES WENT *SOFT* IN LOCKUP--DECIDED THEY'D USE THE CHAMBER TO BECOME *HUMAN* AGAIN.

I STILL WANTED TO USE IT FOR THE BIG "*DE-POWERING*" OP. I EVEN RECRUITED MIND-CONTROLLERS LIKE *YOU* TO HELP.

AFTER WE *FELL OUT*, IT BECAME A RACE TO FIND WHERE ROZ HID THE CHAMBER.

BUT...WHY DIDN'T YOU EVER *TELL* US THIS STUFF?

BECAUSE NONE OF YOU CAN KEEP A *SECRET!*

HALF THE INMATES AT THE VAULT WOULD'VE GIVEN THEIR *RIGHT ARM* FOR SOMETHING THAT CAN ERASE SUPERPOWERS!

TRUST ME, CONTROLLER, I DID WHAT'S *BEST* FOR US IN THE LONG RUN.

IF I'D MENTIONED IT EARLIER, *MISTER FEAR* WOULD'VE TIPPED OFF S.H.I.E.L.D. THE MINUTE THEY CAUGHT HIM.

BETTER FOR YOU IF THEY *HAD* FOUND YOU FIRST.

IRONCLAD, KINDLY REMOVE THE *CONTROLLER* SO I CAN CONCLUDE OUR DEALINGS WITH CROSSFIRE AND MS. BACKUS.

YOU GOT IT.

BRING IT ON, SUNSHINE.

WHAM!

VECTOR, OLD FRIEND--

SHUT UP, CROSSFIRE. JUST SHUT UP.

THOOM

CAPTAIN BACKUS, YOU'RE *POPULAR* TODAY. I WON'T EVEN ASK WHAT *SPIDER-MAN* IS DOING HERE.

I REALLY HAVE ONLY ONE QUESTION: *WHERE IS THE CHAMBER?*

...NUHH...

I...

I DON'T *HAVE* IT ANYMORE.

IT WAS THE *ONE* THING I TOOK FROM YOU PEOPLE THAT WAS TOO *DANGEROUS* TO KEEP.

SO I *DESTROYED* IT.

YOU *WHAT!?!*

WHAM

YOU PICKED THE *WRONG DAY* TO MESS WITH ME, IRONBRAIN...

KLANG

"...I'M SAPPING STRENGTH FROM *FOUR HUNDRED PEOPLE*, AN' ONE OF 'EM'S *SPIDER-MAN.*"

...ANHH...

...GUHH...

...OWWW...

GIMME A MINUTE, AN' I'LL SLAP A DISC ON YOU, TOO!

SPOK
POP
POP
GAHH!!!
SPOK
POP
SPAK
KZAKK
THAT'S MY *BEST FRIEND* YOU'RE POUNDING ON!
WHAT *HAPPENED...?*
*UNNH...*HEAD HURTS...
...GOTTA GET *OUTTA HERE...*
THAT CHAMBER WAS *ONE-OF-A-KIND!*
SPAK

EXACTLY *HOW* DID YOU DISPOSE OF IT?

THERE HAS TO BE *SOMETHING* I CAN SALVAGE!

=UNGH=

KEEP WORKIN' THAT *LOOK*, AND YOU WON'T EVEN SALVAGE YOUR *DIGNITY!*

I MEAN, *REALLY*, STRIPES *AND* PAISLEY...?

THWIP

THWIP-WIP

GET OFF!!!

=WHULP=

O-KAYYY...

...I NEED A PLAN B.

SPIDER-MAN, HANG ON! I'LL--

YOU'LL DO NOTHING.

YOU CAN'T SHOOT ME, BUT I CAN TURN INTO CYANIDE OR ACID OR WHATEVER I NEED TO DROP YOU...

THANKS FOR THE ASSIST, FLASHBULB. I DIDN'T KNOW YOU *CARED*.

NO ONE KICKS YOUR SHINY BUTT 'CEPT *ME*.

I SHOULD'VE CALLED IN S.H.I.E.L.D.--

--AND THE COPS--

--AND THE CAVALRY ...

WHOA!

WHO INVITED *YOU*, ANYWAY?

OH, IS THIS A *PRIVATE* PARTY?

SPANG

AR-RHH!

YOU ACTUALLY *HURT* ME!

VIBRANIUM, SON. SOAKS UP ENERGY LIKE A SPONGE.

ZZZAK

AS I WAS SAYING...

CAP! IRON MAN! THOUGHT YOU'D NEVER GET HERE!

YOU HANDLE THOSE TWO! I'LL GET THE ONES *UPSTAIRS!*

WHO PUT HIM IN CHARGE?

...HOW WILL I *EXPLAIN* THIS TO JIMMY AND MIKE?

IT WON'T BE THE FIRST BAD HAND FATE DEALT US, SIMON.

TO BE HONEST, I THINK THEY *LIKE* BEING X-RAY AND IRONCLAD.

IT'S US I'M WORRIED ABOUT. HOW MUCH LONGER CAN YOU STAY WITH A WOMAN YOU CAN'T EVEN *TOUCH?*

IT'S NOT *THAT*, ANN. I JUST...

I TURNED YOU INTO THIS. HOW LONG BEFORE YOU *HATE* ME FOR IT?

LISTEN, WHY DON'T I JUST TAKE THE *LADY* OUT OF YOUR WAY AND LET YOU TWO CHAT IN *PRIVATE?*

TAKE ANOTHER STEP IN HERE AND I SNAP THE LADY'S *NECK.*

WHY ARE YOU EVEN *BOTHERING* WITH HER, SPIDER-MAN? SHE'S FAR FROM *INNOCENT.*

WHATEVER HAPPENS TO THIS WOMAN, SHE BROUGHT IT ON *HERSELF!*

IRON MAN AND *CAPTAIN AMERICA* ARE OUTSIDE RIGHT NOW *ARRESTING* YOUR PARTNERS, AND THERE'S *MORE* HELP ON THE WAY.

YOU CAN'T ESCAPE. HURTING HER WILL ONLY MAKE IT WORSE FOR *YOU.*

YOUR *FRIEND* HERE HAS ALREADY ENSURED THAT IT CAN'T GET ANY WORSE. WE HAVE *NOTHING* LEFT TO LOSE.

♪AH!♪

BUT THEN AGAIN THERE ARE FATES WORSE THAN DEATH.

ANN, GO TELL THE BOYS WE'RE *LEAVING*. I'LL CATCH UP AS SOON AS I FINISH HERE.

DON'T BE LONG.

WHAT DID SHE TURN TO? OXYGEN?

DO YOU BELIEVE IN *JUSTICE*, SPIDER-MAN?

AN EYE FOR AN EYE? TIT FOR TAT?

ROZALYN BACKUS *TOOK* MY LAST HOPE FOR REDEMPTION...

...TIME TO RETURN THE FAVOR.

THWIP

ONCE WE'RE CLEAR, GO LIMP!

KROOM

HAVEN HOUS
PROVIDING HOME & H
SINCE 2003

HAVEN H
PROVIDING HOME
SINCE 200

HAVEN HO
2003

Twenty Minutes Later...

COME ON, ROZ.

ALL GONE...THEY'RE ALL *GONE*...

ACTUALLY, I SCANNED THE RUBBLE, AND I'M NOT PICKING UP A SINGLE BODY.

LOOKS LIKE *EVERYONE* GOT OUT.

IS THIS THE WOMAN FROM *THE VAULT* FILES? THE ONE WHO'S SUPPOSEDLY *DEAD?*

ROZALYN BACKUS, CAPTAIN AMERICA.

I'M NOT BLIND.

SHE'S REALLY NOT SO BAD, CAP. SHE DID WHAT SHE DID BECAUSE CROSSFIRE NEARLY DESTROYED HER FIRST.

SHE ALSO PUT THE MONEY SHE STOLE TO *GOOD USE* HERE.

THANKS, BUT...NONE OF THAT REALLY *MATTERS,* DOES IT?

HOW MANY PEOPLE DID CROSSFIRE AND THE U-FOES *KILL,* SEARCHING THE CITY FOR ME?

FIFTEEN, THAT WE KNOW OF.

FIFTEEN.

MAYBE IF I'D *COME CLEAN* EARLIER...

MAYBE.

VECTOR WAS *RIGHT*: WHATEVER HAPPENS TO ME, I BROUGHT IT ON MYSELF.

DOESN'T SEEM RIGHT THAT SHE GOES TO JAIL WHILE THE *U-FOES* GOT AWAY.

*WE WERE ABOUT TO PURSUE WHEN THE **BUILDING** CAME DOWN. WE HAD TO MAKE SURE **YOU** WEREN'T CAUGHT INSIDE.*

*"AT LEAST **THOSE THREE** ARE HEADED BACK TO PRISON."*

*I FOUND **THIS** IN THE RUBBLE.*

I MEANT TO ASK: WHY'D CROSSFIRE ANSWER YOUR PHONE EARLIER?

I NEEDED YOU TO KNOW I WAS IN TROUBLE.

SO I *TRICKED* HIM INTO PICKING UP BY SAYING YOU WERE ROZ'S *DAD*.

I GAMBLED HE COULDN'T RESIST TORMENTING HER BY THREATENING HER FAMILY.

THE *IMPORTANT* THING IS YOU FINALLY REMEMBERED YOU'RE PART OF A *TEAM*.

WE WORKED TOGETHER, STOPPED THESE THUGS, AND NOBODY DIED. THAT'S AS GOOD AS YOU CAN HOPE FOR MOST DAYS.

YEAH, AFTER ALL THOSE YEARS ON MY OWN, I COULD GET USED TO THIS *AVENGERS* THING.

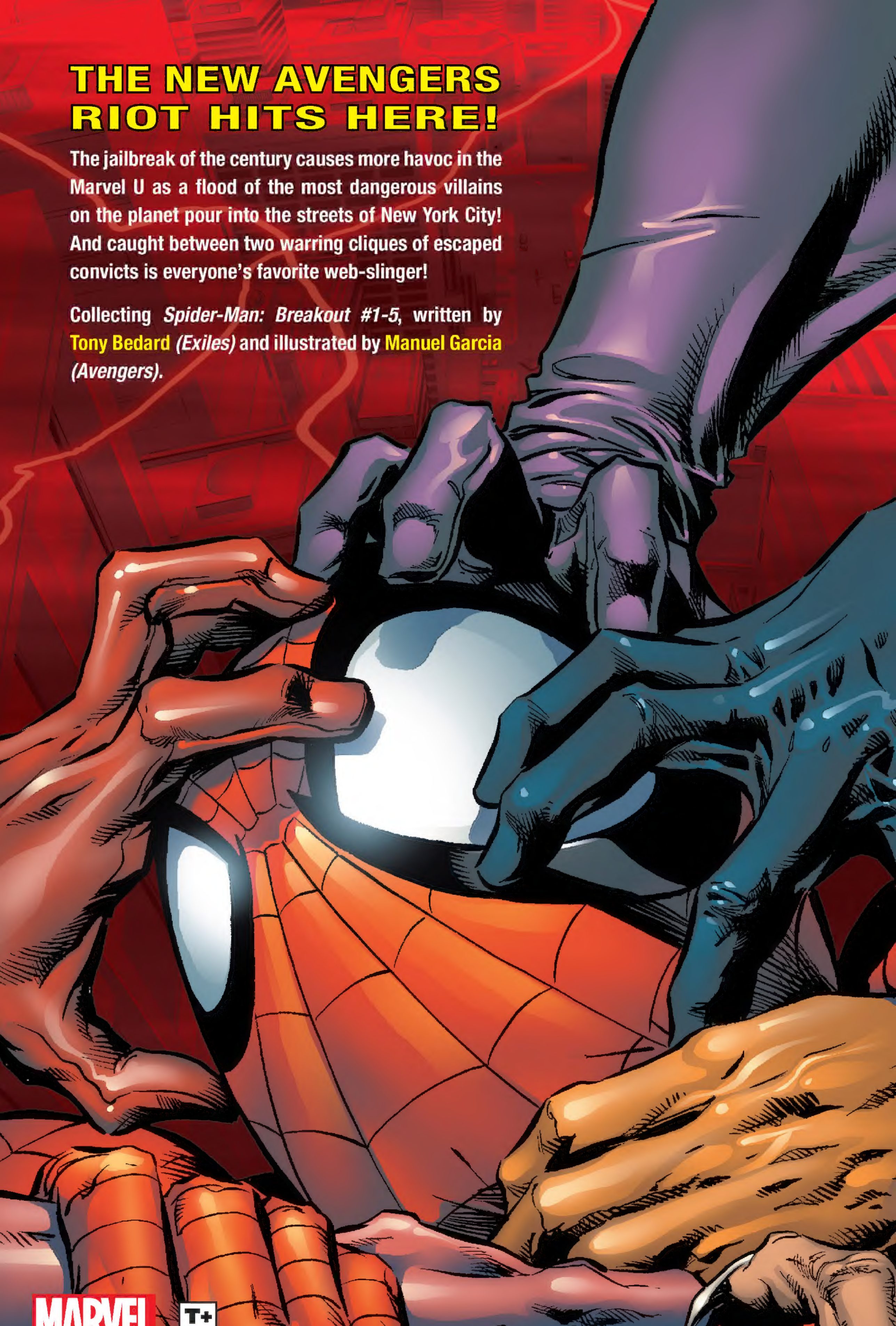
I COULD *DEFINITELY* GET USED TO THIS.

The End

THE NEW AVENGERS RIOT HITS HERE!

The jailbreak of the century causes more havoc in the Marvel U as a flood of the most dangerous villains on the planet pour into the streets of New York City! And caught between two warring cliques of escaped convicts is everyone's favorite web-slinger!

Collecting *Spider-Man: Breakout #1-5*, written by **Tony Bedard** *(Exiles)* and illustrated by **Manuel Garcia** *(Avengers)*.



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